

LUXCHEM

LUXCHEM CORPORATION BERHAD

Registration No. 199101014102 (224414-D)
(Incorporated in Malaysia)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Thirty-Third Annual General Meeting (“**33rd AGM**”) of the Company will be held at Banyan, Casuarina, Dillenia & Eugenia Room, Sime Darby Convention Centre, 1A, Jalan Bukit Kiara 1, Bukit Kiara, 60000 Kuala Lumpur, Malaysia, on **Thursday, 22 May 2025**, at **10.00 a.m.**, to transact the following businesses:

A G E N D A

AS ORDINARY BUSINESS

1. To receive the Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon. (Please refer to Explanatory Note 1)
2. To approve the payment of respective Directors’ fees for the financial year ending 31 December 2025:
 - (a) RM65,000.00 for Datuk Kwan Foh Kwai **Ordinary Resolution 1**
(Please refer to Explanatory Note 2)
 - (b) RM65,000.00 for Mr Tan Teck Kiong **Ordinary Resolution 2**
(Please refer to Explanatory Note 2)
 - (c) RM65,000.00 for Encik Taufiq Ahmad @ Ahmad Mustapha bin Ghazali **Ordinary Resolution 3**
(Please refer to Explanatory Note 2)
 - (d) RM40,000.00 for Madam Chen Moi Kew **Ordinary Resolution 4**
(Please refer to Explanatory Note 2)
3. To approve the payment of Directors’ Benefits up to an amount of RM36,000.00 for the financial year ending 31 December 2025. **Ordinary Resolution 5**
(Please refer to Explanatory Note 3)
4. To re-elect the following Directors who are retiring by rotation in accordance with Clause 76(3) of the Constitution of the Company and, who being eligible, offer themselves for re-election:
 - (a) Datuk Kwan Foh Kwai **Ordinary Resolution 6**
 - (b) Mr Tang Ying See **Ordinary Resolution 7**
(Please refer to Explanatory Note 4)
5. To re-appoint Messrs BDO PLT as Auditors of the Company for the financial year ending 31 December 2025 and to authorise the Directors to fix their remuneration. **Ordinary Resolution 8**
(Please refer to Explanatory Note 5)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions, with or without modifications:

6. **ORDINARY RESOLUTION
AUTHORITY TO ISSUE AND ALLOT SHARES PURSUANT TO
SECTIONS 75 AND 76 OF THE COMPANIES ACT 2016**

Ordinary Resolution 9

(Please refer to
Explanatory Note 6)

“THAT subject always to the Companies Act 2016 (“**the Act**”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) and the approvals of the relevant governmental/regulatory authorities, the Directors be and are hereby empowered, pursuant to Sections 75 and 76 of the Act, to allot shares in the Company from time to time at such price, upon such terms and conditions, and for such purposes as the Directors may in their absolute discretion deem fit provided that the aggregate number of shares issued pursuant to this Ordinary Resolution does not exceed 10% of the total number of issued shares (excluding treasury shares) of the Company for the time being AND THAT the Directors be and are also empowered to obtain the approval from Bursa Securities for the listing of and quotation for the additional shares so issued on the Bursa Securities AND FURTHER THAT such authority shall continue in force until the conclusion of the next Annual General Meeting (“**AGM**”) of the Company, or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier, unless revoked or varied by an ordinary resolution of the Company at a general meeting.”

7. **ORDINARY RESOLUTION
PROPOSED RENEWAL OF SHARE BUY-BACK MANDATE**

Ordinary Resolution 10

(Please refer to
Explanatory Note 7)

“THAT subject always to the Companies Act 2016 (“**the Act**”), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad (“**Bursa Securities**”) (“**Listing Requirements**”) and all other applicable laws, guidelines, rules and regulations, the Company be and is hereby authorised, to the fullest extent permitted by law, to purchase such number of issued shares in the Company as may be determined by the Directors of the Company from time to time through Bursa Securities upon such terms and conditions as the Directors may deem fit and expedient in the best interest of the Company provided that:

- i. the aggregate number of issued shares in the Company (“**Shares**”) purchased (“**Purchased Shares**”) and/or held as treasury shares pursuant to this ordinary resolution does not exceed ten per centum (10%) of the total number of issued shares of the Company as quoted on Bursa Securities as at point of purchase; and
- ii. the maximum fund to be allocated by the Company for the purpose of purchasing the shares shall not exceed the aggregate of the retained profits of the Company based on the latest audited financial statements and/or the latest management accounts (where applicable) available at the

time of the purchase,

(**“Proposed Share Buy-Back”**).

AND THAT the authority to facilitate the Proposed Share Buy-Back will commence immediately upon passing of this Ordinary Resolution and will continue to be in force until:

- a. the conclusion of the next Annual General Meeting of the Company following at which time the authority shall lapse unless by ordinary resolution passed at the meeting, the authority is renewed, either unconditionally or subject to conditions;
- b. the expiration of the period within which the next annual general meeting of the Company is required by law to be held; or
- c. revoked or varied by ordinary resolution passed by the shareholders of the Company at a general meeting,

whichever occurs first, but shall not prejudice the completion of purchase(s) by the Company of its own Shares before the aforesaid expiry date and, in any event, in accordance with the Listing Requirements and any applicable laws, rules, regulations, orders, guidelines and requirements issued by any relevant authorities.

AND THAT the Directors of the Company be and are hereby authorised, at their discretion, to deal with the Purchased Shares until all the Purchased Shares have been dealt with by the Directors in the following manner as may be permitted by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force:

- i. To cancel all or part of the Purchased Shares;
- ii. To retain all or part of the Purchased Shares as treasury shares as defined in Section 127 of the Act;
- iii. To distribute all or part of the treasury shares as dividends to the shareholders of the Company;
- iv. To resell all or part of the treasury shares;
- v. To transfer all or part of the treasury shares for the purposes of or under the employees' share scheme established by the Company and/or its subsidiaries;

- vi. To transfer all or part of the treasury shares as purchase consideration;
- vii. To sell, transfer or otherwise use the shares for such other purposes as the Minister charged with the responsibility for companies may by order prescribe; and/or
- viii. To deal with the treasury shares in the manners as allowed by the Act, Listing Requirements, applicable laws, rules, regulations, guidelines, requirements and/or orders of any relevant authorities for the time being in force.

AND THAT the Directors of the Company be and are authorised to take all such steps as necessary or expedient [including without limitation, the opening and maintaining of central depository account(s) under Securities Industry (Central Depositories) Act 1991, and the entering into all other agreements, arrangements and guarantee with any party or parties] to implement, finalise and give full effect to the Proposed Share Buy-Back with full powers to assent to any conditions, modifications, variations and/or amendments (if any) as may be imposed by the relevant authorities.”

- 8. To transact any other business of which due notice shall have been given in accordance with the Companies Act 2016 and the Constitution of the Company.

By Order of the Board

TAN BEE HWEI (SSM PC NO. 202008001497) (MAICSA 7021024)
CHEN MOI KEW (SSM PC NO. 202008001043) (MIA 6359)
LIM YOU JING (SSM PC NO. 202108000369) (MAICSA 7075638)
Company Secretaries

Petaling Jaya
18 April 2025

NOTES:

(i) Notes on the Appointment of Proxy

- 1. Pursuant to Section 320(2) of the Companies Act 2016, a copy of this Notice together with the proxy form is available at the corporate website of Luxchem Corporation Berhad at <http://www.luxchem.com.my/luxchem-33-agm.html>
- 2. For the purpose of determining who shall be entitled to attend this General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, a Record of Depositors as at 14 May 2025. Only a member whose name appears on this Record of Depositors shall be entitled to attend this General Meeting or appoint a proxy to attend, speak and vote on his/her/its behalf.

3. A member entitled to attend and vote at this General Meeting is entitled to appoint a proxy or attorney or in the case of a corporation, to appoint a duly authorised representative to attend, participate, speak and vote in his place. A proxy may but need not be a member of the Company.
4. A member of the Company who is entitled to attend and vote at a General Meeting of the Company may appoint not more than two (2) proxies to attend, participate, speak and vote instead of the member at the General Meeting.
5. If two (2) proxies are appointed, the entitlement of those proxies to vote on a show of hands shall be in accordance with the listing requirements of the stock exchange.
6. Where a member of the Company is an authorised nominee as defined in the Securities Industry (Central Depositories) Act 1991 ("**Central Depositories Act**"), it may appoint not more than two (2) proxies in respect of each securities account it holds in ordinary shares of the Company standing to the credit of the said securities account.
7. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one securities account ("**omnibus account**"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under the Central Depositories Act which is exempted from compliance with the provisions of Section 25A(1) of the Central Depositories Act.
8. Where a member appoints more than one (1) proxy, the proportion of shareholdings to be represented by each proxy must be specified in the instrument appointing the proxies.
9. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote:
 - (i) In hard copy form
In the case of an appointment made in hard copy form, this proxy form must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. Alternatively, the proxy form can be deposited in the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.
 - (ii) Online
In the case of an appointment made via online lodgement facility, please login to the link website at <https://tjih.online> and select "e-Services" to login. Please refer to the Administrative Guide on how to register to TIH Online and submit your Proxy Form electronically.
10. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited at the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, in the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the General Meeting or adjourned General Meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

11. Please ensure **ALL** the particulars as required in this proxy form are completed, signed and dated accordingly.
12. Last date and time for lodging this proxy form is **Tuesday, 20 May 2025 at 10.00 a.m.**
13. Please bring an **ORIGINAL** of the following identification papers (where applicable) and present it to the registration staff for verification:
 - a. Identity card (NRIC) (Malaysian), or
 - b. Police report (for loss of NRIC) / Temporary NRIC (Malaysian), or
 - c. Passport (Foreigner).
14. A corporate member who has appointed a representative, please deposit the **ORIGINAL** or **DULY CERTIFIED** certificate of appointment with the Share Registrar of the Company, Tricor Investor & Issuing House Services Sdn. Bhd. at Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, in the designated drop box at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment should be executed in the following manner:
 - (i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.
 - (ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:
 - (a) at least two (2) authorised officers, of whom one shall be a director; or
 - (b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

(ii) Explanatory Notes

Ordinary Business

1. Item 1 of the Agenda - Audited Financial Statements for the financial year ended 31 December 2024

This item is meant for discussion only as the provision of Section 340(1)(a) of the Act does not require a formal approval from the shareholders for the Audited Financial Statements. Hence, this item on the Agenda is **not put forward for voting**.

2. Ordinary Resolutions 1, 2, 3 and 4 – Payment of Directors' Fees

On 6 March 2025, the Remuneration Committee had reviewed the Directors' fees for the financial year ending 31 December 2025, taking into consideration the market trends for similar positions, time commitment and responsibilities of the respective Directors. Based on this assessment, the Board proposes to recommend the Directors' fees to the shareholders for approval.

The payment of Directors' fees for the financial year ending 31 December 2025 amounting to a total of RM235,000.00 will be paid by the Company to the respective Directors if the proposed Ordinary Resolutions 1, 2, 3, and 4 are passed by the shareholders at the 33rd AGM of the Company.

The details of the Directors' fees are set out in the Company's Corporate Governance Report, which is available on the Company's website at www.luxchem.com.my.

3. Ordinary Resolution 5 – Payment of Directors' Benefits

Directors' benefits consist of meeting allowance payable to Independent Non-Executive Directors and in determining the estimated amount, the Board of Directors ("**Board**") has

considered various factors including the current board size and number of scheduled meetings for the Board and Board Committees for the financial year ending 31 December 2025, as well as the number of Independent Non-Executive Directors involved in the meeting.

The proposed structure of the Directors' benefits for the financial year ending 31 December 2025 is as follows:

Type of Benefits	Amount
Meeting Attendance Allowance	
Board Committees and Board Meeting Allowances	RM1,000.00 per day
Insurance Premium	
Directors' & Officers' Liability Insurance	RM11,750.00

Payment of the Directors' benefits will be made by the Company to the respective Directors as and when incurred if the proposed Ordinary Resolution 5 is passed by the shareholders at the 33rd AGM of the Company.

The details of the Directors' benefits are set out in the Company's Corporate Governance Report, which is available on the Company's website at www.luxchem.com.my.

In the event the proposed amount is insufficient (due to more meetings or enlarged board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

4. Ordinary Resolutions 6 and 7 – Re-election of Directors who retire in accordance with Clause 76(3) of the Constitution of the Company

Datuk Kwan Foh Kwai and Mr Tang Ying See are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 33rd AGM of the Company.

Pursuant to Practice 5.7 of the Malaysian Code on Corporate Governance ("MCCG"), the profiles of both Directors are set out on pages 7 and 8 of the Annual Report 2024 of the Company. For the purpose of determining the eligibility of both Directors to stand for re-election at the 33rd AGM of the Company, the Board had through its Nominating Committee ("NC"), considered, assessed and deliberated on the suitability and fit and properness of the retiring Directors.

Based on the recommendation of the NC, the Board is supportive of their re-election with the following justifications:-

Ordinary Resolution 6: Re-election of Datuk Kwan Foh Kwai as Independent Non-Executive Chairman

Datuk Kwan Foh Kwai fulfils the requirements of independence set out in the Main Market Listing Requirements of Bursa Malaysia Securities Berhad. He has remained objective and independent in expressing his view and participating in Board deliberations and decision making.

With his extensive experience in the construction industry across both the public and private sectors, as well as strategy consulting, he brings valuable expertise to the Company. His diverse perspectives and insights greatly enrich the Board's deliberation. He consistently exercises due diligence during his tenure as Independent Non-Executive Director of the Company.

The Board is satisfied with his performance and contribution, as he has carried out his duties diligently and effectively, demonstrating his commitment to his roles.

Ordinary Resolution 7: Re-election of Mr Tang Ying See as Managing Director/Chief Executive Officer

Mr Tang Ying See has vast experience in operational matters of the Group. He is primarily responsible for managing the day-to-day business operations, which include driving profitability, managing company organisational structure, strategy and communicating with the Board. He is familiar with the Group's business operation and can provide valuable input to boost the Group's performance.

The Board is satisfied with his performance and contribution, as he has carried out his duties diligently and effectively and demonstrated his commitment to his roles.

5. Ordinary Resolution 8 – Re-appointment of Auditors

The Audit and Risk Management Committee ("**ARMC**") had at its meeting held on 13 February 2025 assessed the suitability and independence of the External Auditors and recommended the re-appointment of BDO PLT as External Auditors of the Company for the financial year ending 31 December 2025.

The Board has reviewed the recommendation of the ARMC and recommended the same to be tabled to the shareholders for approval at the 33rd AGM of the Company.

Special Business

6. Ordinary Resolution 9 - Authority to issue and allot shares pursuant to Sections 75 and 76 of the Act

The proposed Ordinary Resolution 9 is a renewal of the previous year's general mandate for issuance of shares by the Company under Sections 75 and 76 of the Act. The proposed Ordinary Resolution 9, if passed, would renew the mandate granted to the Directors at the 32nd AGM held on 23 May 2024 ("32nd AGM") and provide flexibility to the Directors to undertake fundraising activities, including but not limited to placement of shares for the purpose of funding the Company's future investment project(s), working capital and/or acquisition(s), by the issuance of shares in the Company to such persons at any time as the Directors may deem fit provided that the aggregate number of shares issued pursuant to the mandate does not exceed ten per centum (10%) of the total number of the issued shares (excluding treasury shares) of the Company for the time being, without having to convene a general meeting. This authority, unless revoked or varied by the Company in a general meeting, will expire at the conclusion of the next AGM of the Company or at the expiry of the period within which the next AGM is required to be held after the approval was given, whichever is earlier.

As at the date of this Notice, the Company did not issue and allot any shares pursuant to the mandate granted to the Directors at the 32nd AGM as there was no requirement for such fundraising activities.

7. Ordinary Resolution 10 – Proposed Renewal of Share Buy-Back Mandate

The proposed Ordinary Resolution 10, if passed will empower the Company to renew its existing authorisation to purchase its own ordinary shares through Bursa Securities up to ten per centum (10%) of the total number of issued share. Please refer to the Statement to Shareholders in relation to the Proposed Renewal of Share Buy-Back Mandate dated 3 April 2025 for further information.

**Statement Accompanying Notice of 33rd Annual General Meeting
(Pursuant to Paragraph 8.27(2) of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad)**

There are no individuals who are standing for election as director (excluding directors standing for re-election) as per Appendix 8A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad.