

TEXCHEM RESOURCES BHD
[Reg. No.: 197301002868 (16318-K)]
(Incorporated in Malaysia)
Registered Office: Level 18, Menara Boustead Penang
39, Jalan Sultan Ahmad Shah, 10050 George Town, Penang

Minutes of the 49th Annual General Meeting (“49th AGM”) of the Company held on a virtual basis through live streaming from the Broadcast Venue at Salon II, Level 2, G Hotel Gurney, 168A Persiaran Gurney, 10250 Penang on Wednesday, 17 May 2023 at 10.30 a.m.

PRESENT : At the Broadcast Venue

(i) Board of Directors

Tan Sri Dato’ Seri (Dr.) Fumihiko Konishi
Mr Yap Kee Keong
Dr Yuma Konishi
Dato’ Azman Bin Mahmud
Mr Jony Raw
Puan Azian Binti Mohd Yusof

(ii) Company Secretary

Lee Puay Img

**Via remote participation and voting facilities in
Securities Services e-Portal at <https://sshsb.net.my/>
 (“RPV Facilities”)**

(i) Board of Directors

Dr Zarizana @ Izana Binti Abdul Aziz

**(ii) Shareholders, Corporate Representatives and
Proxies**

As per attendance list (total representing
69,140,823 ordinary shares)

(iii) By invitation

As per attendance lists

**CHAIRMAN : The Executive Chairman, Tan Sri Dato’ Seri (Dr.)
Fumihiko Konishi, presided at the Meeting.**

CHAIRMAN'S ADDRESS

The Chairman extended a warm welcome to all present virtually at the 49th AGM and informed the Meeting that the 49th AGM was conducted on a virtual basis through live streaming and online remote voting using the RPV Facilities.

Thereafter, the Chairman proceeded to introduce the members of the Board, the Group Chief Financial Officer and the Company Secretary who were seated with him in the Broadcast Venue and those who were attending the Meeting via video conferencing, namely Dr Zarizana @ Izana Binti Abdul Aziz, the Independent Non-Executive Director, Mr Masayuki Sugino, the President and Chief Executive Officer of Food Division, Mr Hiroki Mori, the Executive Director of Sushi King Holdings Sdn Bhd, Mr Chong Chen Kian, the representative from Messrs KPMG PLT, the Company's Auditors and Ms Esther Tan, the representative from Commercial Quest Sdn Bhd, the scrutineer.

QUORUM & NOTICE

With the requisite quorum being present, the Chairman declared the 49th AGM duly constituted at 10.30 a.m.

The Chairman noted that more than 28 days' notice has been given to the shareholders. Hence, the notice convening the 49th AGM was taken as read.

PRESENTATION BY PRESIDENT AND GROUP CHIEF EXECUTIVE OFFICER

Before the Chairman proceeded with the business of the Meeting, the Chairman invited the President and Group Chief Executive Officer, Mr Yap Kee Keong, to present the report on Texchem Resources Bhd Group of Companies to the shareholders.

PROCEEDINGS & VOTING PROCEDURES

The Chairman informed the Meeting that in compliance with the requirements of Bursa Malaysia Securities Bhd's Main Market Listing Requirements for poll voting, the resolutions would be put to vote by way of poll at the 49th AGM and polling would be conducted by way of electronic poll voting via RPV Facilities and the Company had appointed SS E Solutions Sdn Bhd as the poll administrator to conduct the polling process and Commercial Quest Sdn Bhd, the scrutineer, to verify the poll results.

The Meeting continued with a display on the screen of a step-by-step guide together with a short audio clip on the online voting. The Chairman informed the Meeting that the voting session commenced from the start of the Meeting at 10.30 a.m. and voting could be done throughout the Meeting until the closure of the voting session.

QUESTIONS & ANSWERS (“Q&A”) SESSION

The Chairman invited shareholders present virtually at the Meeting to submit relevant questions through the text box in the live stream player and the Management would respond to these questions after the presentation of all resolutions to be transacted at the 49th AGM. The pertinent questions received from the shareholders or proxies during the 49th AGM and answers given during or after the Meeting are set out in Appendix 1 attached herewith.

POLLING PROCESS

The Chairman informed that he had been appointed to act as proxy for a number of shareholders and he would vote in accordance with the instructions given. The Chairman also informed that the following shareholders of the Company were interested parties and persons connected with him. Therefore, the Chairman and the following shareholders would abstain from voting on Ordinary Resolution no. 10:

1. Texchem Holdings Sdn Bhd;
2. Puan Sri Datin Seri Atsuko Konishi;
3. Ms Mari Konishi;
4. Ms Mika Konishi; and
5. Dr Yuma Konishi

The Chairman advised the shareholders and proxies to proceed to submit their vote via the RPV Facilities. The step-by-step guide together with a short audio clip on online voting were played again in the Meeting. The shareholders and proxies were given another 10 minutes to cast and submit their votes. Thereafter, the scrutineer proceeded to verify the poll results.

ANNOUNCEMENT OF POLL RESULTS

The Chairman called the Meeting to order for the declaration of the poll results. The Chairman informed that the scrutineer had verified the poll results and the said results were projected on the screen.

Based on the poll results verified by the scrutineer (a copy of which is annexed hereto as Appendix 2), the Chairman declared that the resolutions tabled at the 49th AGM were duly carried and the details of the resolutions are set out herein.

Ordinary Business

Agenda 1

Audited Financial Statements

The Audited Financial Statements for the financial year ended 31 December 2022 together with the Reports of the Directors and Auditors thereon were received and duly noted at the 49th AGM. The Chairman explained that this Agenda was for discussion only and would not be put forward for voting.

Ordinary Resolution 1

Re-election of Dr Yuma Konishi pursuant to Article 22.3 of the Company's Constitution

RESOLVED THAT Dr Yuma Konishi, who retired in accordance with Article 22.3 of the Company's Constitution, be re-elected as a Director of the Company.

Ordinary Resolution 2

Re-election of Mr Jony Raw pursuant to Article 22.3 of the Company's Constitution

RESOLVED THAT Mr Jony Raw, who retired in accordance with Article 22.3 of the Company's Constitution, be re-elected as a Director of the Company.

Ordinary Resolution 3

Re-election of Dato' Azman Bin Mahmud pursuant to Article 22.10 of the Company's Constitution

RESOLVED THAT Dato' Azman Bin Mahmud, who retired in accordance with Article 22.10 of the Company's Constitution, be re-elected as a Director of the Company.

Ordinary Resolution 4

Payment of Directors' Fees

RESOLVED THAT the Directors' fees of RM1,750,000 for the financial year ended 31 December 2022 be and is hereby approved for payment.

Ordinary Resolution 5

Payment of Directors' Benefits

RESOLVED THAT the Directors' benefits of RM40,000 to the 4 members of the Audit Committee for the financial year ended 31 December 2022 be and is hereby approved for payment.

Ordinary Resolution 6

Gratuity payment to Dato' Seri Nazir Ariff Bin Mushir Ariff

RESOLVED THAT the gratuity payment of RM275,000 to Dato' Seri Nazir Ariff Bin Mushir Ariff in recognition and appreciation for his past service and contribution to the Company as an Independent Non-Executive Director be and is hereby approved for payment.

Ordinary Resolution 7

Re-appointment of Auditors and authorisation of Directors to fix the remuneration

RESOLVED THAT Messrs KPMG PLT be re-appointed as the Auditors of the Company for the financial year ending 31 December 2023 and the Directors be and are hereby authorised to fix their remuneration.

Special Business

Ordinary Resolution 8

Continuing in office as Independent Non-Executive Director

- Dr Zarizana @ Izana Binti Abdul Aziz

RESOLVED THAT authority be and is hereby given to Dr Zarizana @ Izana Binti Abdul Aziz who has served as an Independent Non-Executive Director of the Company for a term of more than 9 years to continue to act as an Independent Non-Executive Director of the Company.

Ordinary Resolution 9

Power to Issue Shares pursuant to Section 75 and Section 76 of the Companies Act 2016

RESOLVED THAT subject always to the Companies Act 2016 ("Act"), the Constitution of the Company, the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and the approvals of the relevant regulatory authorities, where such approval is necessary, the Directors be and are hereby authorised and empowered pursuant to Section 75 and Section 76 of the Act to allot and issue 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 to be issued pursuant to this 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 for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad AND THAT such authority as abovementioned shall continue in force until the conclusion of the next Annual General Meeting of the Company.

Ordinary Resolution 10

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

RESOLVED THAT subject always to the Main Market Listing Requirements of Bursa Malaysia Securities Berhad, approval be and is hereby given to the Company and/or its subsidiaries to enter into recurrent related party transactions of a revenue or trading nature with related parties as set out in Part A [section 2.4(A)] of the Circular to the Shareholders of the Company dated 17 April 2023 ("Proposed Mandate") which transactions are necessary for the day-to-day operations and/or in the ordinary course of business of the Company and/or its subsidiaries on terms not more favourable to the related parties than those generally available to the public and are not to the detriment of the minority shareholders of the Company AND THAT such approval shall only continue to be in force until:

- (i) the conclusion of the next Annual General Meeting ("AGM") of the Company following the 49th AGM at which time it will lapse unless such authority is renewed by a resolution passed at the next AGM of the Company;
- (ii) the expiration of the period within which the next AGM of the Company is required to be held pursuant to Section 340(2) of the Companies Act 2016 ("Act") (but shall not extend to such extension as may be allowed pursuant to Section 340(4) of the Act); or
- (iii) revoked or varied by resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier.

AND THAT the Directors of the Company, whether solely or jointly, be and are hereby authorised to complete and do all such acts and things including executing such relevant documents as they may consider expedient or necessary to give effect to the Proposed Mandate.

Ordinary Resolution 11

Proposed Renewal of Existing Share Buy-Back Authority

RESOLVED THAT subject to the Companies Act 2016 ("Act"), the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities"), the Company's Constitution and other applicable laws, rules, regulations and guidelines of the relevant authorities, the Directors of the Company be and are hereby authorised to purchase such amount of ordinary shares ("Texchem Shares") in the Company through Bursa Securities at any time and upon such terms and conditions and for such purposes as the Directors may in their discretion deem fit subject to the following:

- (i) the maximum number of Texchem Shares which may be purchased and/or held by the Company shall not exceed 10% of the total number of issued shares of the Company for the time being;

- (ii) the maximum funds to be allocated by the Company for the purpose of purchasing the Texchem Shares shall not exceed the total retained profits of the Company;
- (iii) the authority conferred by this Resolution will be effective immediately upon the passing of this Resolution and will continue in force until:
 - (a) the conclusion of the next Annual General Meeting (“AGM”) of the Company following the 49th AGM in which the resolution is passed at which time the authority will lapse unless renewed by ordinary resolution, either unconditionally or subject to conditions; or
 - (b) the expiration of the period within which the next AGM is required by law to be held; or
 - (c) revoked or varied by ordinary resolution passed by the shareholders of the Company in a general meeting,

whichever is the earlier, but so as not to prejudice the completion of purchase(s) by the Company made before the aforesaid expiry date and in any event, in accordance with the provisions of the Main Market Listing Requirements of Bursa Securities or any other relevant authorities;

- (iv) upon completion of the purchase(s) of the Texchem Shares by the Company, the Directors of the Company be and are hereby authorised to deal with the Texchem Shares in the following manner:
 - (a) to cancel the Texchem Shares so purchased; and/or
 - (b) to retain the Texchem Shares so purchased as treasury shares for distribution as dividend to the shareholders and/or resell on the market of Bursa Securities and/or for cancellation subsequently; and/or
 - (c) to retain part of the Texchem Shares so purchased as treasury shares and cancel the remainder; and/or
 - (d) to transfer the Texchem Shares or any of the Texchem Shares for the purposes of or under an employees’ share scheme; and/or
 - (e) in such other manner as Bursa Securities and such other relevant authorities may allow from time to time.

AND THAT authority be and is hereby given to the Directors of the Company to take all such steps as are necessary including to enter into any agreements, arrangements and guarantees with any party or parties to implement, finalise and give full effect to the aforesaid with full powers to assent to any conditions, modifications, revaluations, variations and/or amendments (if any) as may be imposed by the relevant authorities or as may be deemed necessary by the Directors and to do all such acts and things as the Directors may deem fit and expedient in the interest of the Company.

CLOSE OF MEETING

There being no further business, the Meeting was declared closed at 11.48 a.m. with a vote of thanks to the Chair.

CONFIRMED AS A TRUE RECORD

- Signed -

TAN SRI DATO' SERI (DR.)
FUMIHIKO KONISHI
Chairman

Date: 17 May 2023

Texchem Resources Bhd
Minutes of the 49th Annual General Meeting held on 17 May 2023

Pertinent questions received from Shareholders or Proxies and answers given during the 49th Annual General Meeting

The following questions were posted by Lim Hock Sing:

No.	Question	Answer by: The Chairman
1.	<p>Recently there was an article in Focus Malaysia criticising the quality of the Japanese food served at Sushi King. I presume management may have read this article but if they have not then I urge our management to get hold of this article. Although our restaurant business has become profitable I believe we still need to address the issue of poor quality food at our restaurants. May I ask how our company ensures that the food served at our restaurants is always maintained at a high standard?</p>	<p>The Chairman shared that Sushi King has been operating for more than 28 years. With tremendous support from the public, the membership of Sushi King stands at 1 million currently.</p> <p>There are 3 Japanese chefs in charge of Sushi King and another 3 supporting the Restaurant Division, who are tasked to improve and ensure the quality of food at all times. However, it was very hard to please everyone as each individual has different likings. In this regard, the target would be to meet the demand of mass market in Malaysia. New food products were introduced from time to time to increase the variety of choice for our customers while maintaining the quality of the food despite the hike in material costs.</p> <p>Sushi King continuously puts in its best effort to improve the food quality and ensure the food is served at a reasonable price. The Chairman appreciated the input and Management would look into the issues and improve further.</p>

Texchem Resources Bhd
Minutes of the 49th Annual General Meeting held on 17 May 2023

No.	Question	Answer by: The Chairman
2.	Our venture/other businesses segments have been losing money annually. Losses in 2022 was one of the highest at 10.5m or 8 sens per share. Why do we continue with these businesses since their contribution to the group's turnover is insignificant while losses are increasing significantly? Selling or closing them will benefit our company and shareholders. Since 2018, cumulatively we have lost close to 40m and I believe these losses plus the capital invested in these businesses could be better spent developing existing businesses that are profitable. Can the company share with us how it intends to deal with these lost making businesses and whether there is any hope to ever make money from these businesses?	<p>The Chairman explained the venture spirit since Texchem Resources Bhd Group (“Texchem Group”) was founded and the aspiration to be the pioneer in bringing new ideas into the country.</p> <p>All new businesses would need to go through its incubation period. Thus, Venture Business is crucial to Texchem Group in growing new businesses for the future. The Chairman shared that Sushi King which was incepted in 1995 only started to make profit after the 5th year in operation.</p> <p>The Chairman then humbly appealed to the shareholders to support the project undertaken by Venture Business for the future of Texchem Group.</p>

The following question were posted by Pui Cheng Wui:

No.	Question	Answer by: The Chairman
1.	Would the Board consider a special distribution of the treasury shares as dividend-in-specie, in addition to the cash dividend?	This matter has always been under the discussion and consideration by the Management. The Management always act in the best interest of the shareholders and thus the Chairman requested the shareholders to allow us time to consider this matter.

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Minutes of the 49th Annual General Meeting held on 17 May 2023

The following question were posted by Hii Hiong Ann:

No.	Question	Answer by: The Chairman
1.	Any impact for the government plan for zero use of plastic bags at all premises and sectors of trade and commerce across the country by the year 2025.	<p>Texchem Group is not directly involved in the business related to plastic bag save for one of the companies within Texchem Group, namely Texchem Materials Sdn Bhd, which supplies plastic resins to plastic industry.</p> <p>Texchem Group will adhere to the Government policy on zero use of plastic bag and would explore opportunities to develop something else in the plastic resins related business. The contribution from this business is rather small so it has minimal or no impact to Texchem Group.</p>

[End]

Company Name : **TEXCHEM RESOURCES BHD**
197301002868 (16318-K)

Type Of Meeting : **FORTY NINTH ANNUAL GENERAL MEETING**

Venue Of Meeting : **THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT SALON II, LEVEL 2, G HOTEL GURNEY, 168A PERSIARAN GURNEY, 10250 PENANG**

Date & Time of Meeting : **17-MAY-2023 10:30 AM**

Votes Summary Report**Resolution (s)***Ordinary Resolution 1*

Re-election of Dr Yuma Konishi who retires pursuant to Article 22.3 of the Company's Constitution

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	127	69,133,770	99.9898	
Against	11	7,053	0.0102	
Valid Cast	138	69,140,823	100.0000	
Abstain	0	0		
Not Indicated	0	0		
Total Cast	138	69,140,823		Accepted

Ordinary Resolution 2

Re-election of Mr Jony Raw who retires pursuant to Article 22.3 of the Company's Constitution

For	127	69,132,330	99.9877	
Against	11	8,493	0.0123	
Valid Cast	138	69,140,823	100.0000	
Abstain	0	0		
Not Indicated	0	0		
Total Cast	138	69,140,823		Accepted

Ordinary Resolution 3

Re-election of Dato' Azman Bin Mahmud who retires pursuant to Article 22.10 of the Company's Constitution

For	128	69,068,270	99.8951	
Against	10	72,553	0.1049	
Valid Cast	138	69,140,823	100.0000	
Abstain	0	0		
Not Indicated	0	0		
Total Cast	138	69,140,823		Accepted



Company Name

TEXCHEM RESOURCES BHD

197301002868 (16318-K)

Type Of Meeting

FORTY NINTH ANNUAL GENERAL MEETING

Venue Of Meeting

THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT SALON II, LEVEL 2, G HOTEL GURNEY, 168A PERSIARAN GURNEY, 10250 PENANG

Date & Time of Meeting

17-MAY-2023 10:30 AM

Votes Summary Report

Resolution (s)

Ordinary Resolution 4

Approval of Directors' fees

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	119	68,715,870	99.7837	
Against	18	148,953	0.2163	
Valid Cast	137	68,864,823	100.0000	Accepted
Abstain	1	276,000		
Not Indicated	0	0		
Total Cast	138	69,140,823		

Ordinary Resolution 5

Approval of Directors' benefits

For	115	68,674,800	99.7241	
Against	22	190,023	0.2759	
Valid Cast	137	68,864,823	100.0000	Accepted
Abstain	1	276,000		
Not Indicated	0	0		
Total Cast	138	69,140,823		

Ordinary Resolution 6

Approval of gratuity payment to Dato' Seri Nazir Ariff Bin Mushir Ariff

For	110	67,057,266	97.3752	
Against	27	1,807,557	2.6248	
Valid Cast	137	68,864,823	100.0000	Accepted
Abstain	1	276,000		
Not Indicated	0	0		
Total Cast	138	69,140,823		

Signature of Secretary



Company Name : **TEXCHEM RESOURCES BHD**
197301002868 (16318-K)

Type Of Meeting : **FORTY NINTH ANNUAL GENERAL MEETING**

Venue Of Meeting : **THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT SALON II, LEVEL 2, G HOTEL GURNEY, 168A PERSIARAN GURNEY, 10250 PENANG**

Date & Time of Meeting : **17-MAY-2023 10:30 AM**

Votes Summary Report


Resolution (s)

Ordinary Resolution 7

Re-appointment of Auditors and authorisation of Directors to fix their remuneration

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	127	69,068,230	99.8950	
Against	11	72,593	0.1050	
Valid Cast	138	69,140,823	100.0000	
Abstain	0	0		
Not Indicated	0	0		
Total Cast	138	69,140,823		Accepted

Signature of Scrutineers



Company Name

TEXCHEM RESOURCES BHD
197301002868 (16318-K)

Type Of Meeting

FORTY NINTH ANNUAL GENERAL MEETING

Venue Of Meeting

THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT SALON II, LEVEL 2, G HOTEL GURNEY, 168A PERSIARAN GURNEY, 10250 PENANG

Date & Time of Meeting

17-MAY-2023 10:30 AM

Votes Summary Report

Resolution (s)

Tier 1 - Large Holders

Ordinary Resolution 8

Continuing as an Independent Non-Executive Director – Dr
Zarizana @ Izana Binti Abdul Aziz

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	1	53,319,972	100.0000	
Against	0	0	0.0000	
Valid Cast	1	53,319,972	100.0000	
Abstain	0	0		
Not Indicated	0	0		
Total Cast	1	53,319,972		

Accepted

Tier 2 - Other Holders

Ordinary Resolution 8

Continuing as an Independent Non-Executive Director – Dr
Zarizana @ Izana Binti Abdul Aziz

For	122	15,681,368	99.1184
Against	15	139,483	0.8816
Valid Cast	137	15,820,851	100.0000
Abstain	0	0	
Not Indicated	0	0	
Total Cast	137	15,820,851	


Signature of Secretary



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Type Of Meeting : **FORTY NINTH ANNUAL GENERAL MEETING**

Venue Of Meeting : **THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT SALON II, LEVEL 2, G HOTEL GURNEY, 168A PERSIARAN GURNEY, 10250 PENANG**

Date & Time of Meeting : **17-MAY-2023 10:30 AM**

Votes Summary Report

Resolution (s)

Ordinary Resolution 9

Power to Issue Shares pursuant to Section 75 and Section 76 of the Companies Act 2016

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	121	68,771,500	99.4658	
Against	17	369,323	0.5342	
Valid Cast	138	69,140,823	100.0000	Accepted
Abstain	0	0		
Not Indicated	0	0		
Total Cast	138	69,140,823		

Ordinary Resolution 10

Proposed Renewal of Existing Shareholders' Mandate for Recurrent Related Party Transactions of a Revenue or Trading Nature

For	117	9,936,776	98.5955	
Against	15	141,553	1.4045	
Valid Cast	132	10,078,329	100.0000	Accepted
Abstain	6	59,062,494		
Not Indicated	0	0		
Total Cast	138	69,140,823		

Ordinary Resolution 11

Proposed Renewal of Existing Share Buy-Back Authority

For	128	69,132,370	99.9878	
Against	10	8,453	0.0122	
Valid Cast	138	69,140,823	100.0000	Accepted
Abstain	0	0		
Not Indicated	0	0		
Total Cast	138	69,140,823		

Signature of Secretary

