

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 50th Annual General Meeting (“50th AGM”) of the Company held on a virtual basis through live streaming from the Broadcast Venue at Board Room, Level 18, Menara Boustead Penang, 39 Jalan Sultan Ahmad Shah, 10050 George Town, Penang on Monday, 29 April 2024 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 Secretaries

Loh Sau Mun (Group Chief Financial Officer and
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
67,578,450 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 50th AGM and informed the Meeting that the 50th 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 Secretaries 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, Independent Non-Executive Director, 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 50th 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 50th 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, all resolutions would be put to vote by way of poll at the 50th AGM. Polling would be conducted by way of electronic poll voting via RPV Facilities. 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.

The Chairman proceeded to read out the agendas as set out in the Notice of 50th AGM.

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 50th AGM. The pertinent questions received from the shareholders or proxies during the 50th 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 as proxy for a number of shareholders and he would vote in accordance with the instructions given. The Chairman also informed the Meeting 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. 6:

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 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 50th AGM were duly carried. The details of the agendas and resolutions are set out herein.

Ordinary Business

Agenda 1

Audited Financial Statements

The Audited Financial Statements for the financial year ended 31 December 2023 together with the Reports of the Directors and Auditors thereon were received and duly noted at the 50th AGM. The Chairman explained that this Agenda item was tabled in accordance with Section 340(1)(a) of the Companies Act 2016 for discussion only. Accordingly, this Agenda would not be put forward for voting.

Ordinary Resolution 1

Re-election of Puan Azian Binti Mohd Yusof pursuant to Article 22.3 of the Company's Constitution

RESOLVED THAT Puan Azian Binti Mohd Yusof, who retired in accordance with Article 22.3 of the Company's Constitution, be re-elected as a Director of the Company.

Agenda 2

Retirement of Dr Zarizana @ Izana Binti Abdul Aziz

The Chairman informed the Meeting that Dr Zarizana was due to retire in accordance with Article 22.3 of the Company's Constitution.

Pursuant to the 12 years tenure limit for Independent Directors as set out under Bursa Malaysia Securities Berhad's Listing Requirements, Dr Zarizana has expressed her intention not to seek for re-election as she has served the Board for 12 years as an Independent Non-Executive Director on 17 April 2024. Hence, Dr Zarizana would retire from office at the close of this 50th AGM.

The Chairman expressed a note of appreciation to Dr Zarizana for and on behalf of the Board for her contribution during her tenure as an Independent Non-Executive Director of the Company.

Ordinary Resolution 2

Payment of Directors' Fees

RESOLVED THAT the Directors' fees of RM820,000 for the financial year ended 31 December 2023 be and is hereby approved for payment.

Ordinary Resolution 3

Payment of Directors' Benefits

RESOLVED THAT the Directors' benefits of RM30,000 to the 3 members of the Audit Committee for the financial year ended 31 December 2023 be and is hereby approved for payment.

Ordinary Resolution 4

Re-appointment of Auditors and authorisation for 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 2024 and the Directors be and are hereby authorised to fix their remuneration.

Special Business

Ordinary Resolution 5

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 6

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 29 March 2024 ("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 50th 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 7

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 50th 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 11.35 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: 29 April 2024

Pertinent questions received from Shareholders or Proxies during the 50th Annual General Meeting

The following questions were posted by Lim Hock Sing:

No.	Question	Answer by: The President and Group Chief Executive Officer
1.	We had a bad 2023 making a loss of RM 10.8m. Please share what are your plans to turn 2024 into a profitable year?	The Group Chief Executive Officer reiterated that he has presented earlier in this meeting the various strategies to move the Group forward in 2024.
2.	<p>Our venture/other businesses continue to make losses year after year. Over the last 5 years we have lost RM 37m which is a big sum for us. In 2023 out of the total RM 10.8m loss, a huge RM 7.2m came from our venture/other businesses which is concerning.</p> <p>Could you please share with us each of these businesses and why are we continuing to do these businesses?</p> <p>Have we looked objectively at the potential of these businesses and when we could make our first profit. Should we not put in place an exit plan if we don't think we will make a profit from them? 5 years is a long enough time for them to prove their worth.</p>	<p>The Group Chief Executive Officer explained that in 2023, the Venture Business Division incurred a loss of RM3.4 million while the balance RM3.8 million came from the holding company, Texchem Resources Bhd (“TRB”). TRB is managing the whole Group’s operations, setting key direction and carrying out management duties for respective business units under the Group.</p> <p>At this moment, the Venture Business Division only consists of 1 company, Texchem Polymers Sdn Bhd (“TXPO”). There are 2 business segments under TXPO, ie the traditional extruded sheets business comprising conductive extruded raw materials used in hard disk drive segment. The disk drive industry has suffered badly last year and resulted in negative impact to TXPO.</p> <p>The second business segment under TXPO is the marketing of biomass sustainable raw material under the trade name of TEXa.</p> <p>TEXa has progressed in 2 aspects over the years:</p> <ul style="list-style-type: none"> (i) increase in the number of new projects launched; and (ii) increase in volume.

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		<p>With the new ESG trend and the use of sustainable raw materials, the sales of biomass raw materials were encouraging in the last 4 quarters. The interest from various industries regarding the use of biomass raw material products has increased and the response was good.</p> <p>The Group Chief Executive Officer noted that there was room for improvement and the Company would continue to look into ways and means to reduce the losses and improve sales volume.</p>
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The following questions were posted by Tan Chin Kuang:

No.	Question	Answer by: The Chairman
1.	<p>It is quite disappointing that Texchem has been suffering 5 continuous loss QRs, especially for the restaurant division which is the Sushi King. The management had spent very huge amount to do the share buyback of Sushi King but since then it has been making loss every QR. It is truly worrying that the Sushi King is losing its competitiveness when compared to the others like Sushi Mentai.</p> <p>Hence can the management share some thoughts on how to turn-around the company as soon as possible?</p>	<p>The Chairman acknowledged that Sushi King has suffered losses for the past 5 quarters. The war between Russia and Ukraine has generally caused a shortage in food supply resulting in increases in food price and the cost of raw materials in 2023 and 2024 which adversely impacted the food and beverage industry in Malaysia.</p> <p>Secondly, the weakened Ringgit Malaysia has caused serious inflation in Malaysia. It affected the price of imported goods in the last 15 months and post a very challenging situation for those operating in the food & beverage industry. The Chairman also shared that other competitors have also suffered since COVID 19 pandemic.</p> <p>Sushi King continued to improve its menu and the standard of food safety and quality assurance to attract more consumers.</p>

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No.	Question	Answer by: The Chairman
2.	Texchem Resources Bhd (TRB) signed a letter of intent (LoI) with CellSource Co Ltd (CCL) to establish a joint venture (JV) to introduce the latter's platelet-derived factor concentrate freeze-dry (PFC-FDTM) processing service, which is patented both in Malaysia and Japan, to medical institutions in Malaysia. In the news it is said this Joint Venture to be established by end of 2023. Could you please give an update on this joint venture?	We are still in the process of reviewing the details of this project and will make the relevant announcement at the appropriate time.

The following questions were posted by Mohd Tahir Bin Maulut and Lee Tuck Feong:

No.	Question	Answer by: Management
1.	By Mohd Tahir Bin Maulut: May I know when physical AGM will resume? I humbly request BOD to give e-wallet or e-voucher to attendees as a token of appreciation today our company is celebrating its 50th anniversary. I believe the token sum is small, manageable and within annual budgeted expenses. TQ.	We have provided Sushi King, Hoshino and Miraku vouchers in recognition of our shareholders' support and we hope that you will enjoy these vouchers. It is common for companies to hold their Annual General Meetings ("AGM") on a virtual basis. The decision to conduct a virtual AGM was made after careful consideration of various factors, including health and safety concerns, accessibility for shareholders, associated costs and environmental sustainability.
2	By Lee Tuck Feong: Shareholders attending this virtual AGM are expecting a valued Door gift or e-voucher. Kindly revert to Physical AGM or a Hybrid AGM. To avoid misconstrued that BOD is hiding behind the veil. Integrity and irresponsible. Thank you.	Rest assured, we remain dedicated to upholding the highest standards of corporate governance and shareholder engagement.

[End]

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

Type Of Meeting : **FIFTIETH ANNUAL GENERAL MEETING**

Venue Of Meeting : **THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT BOARD ROOM, LEVEL 18, MENARA BOUSTEAD PENANG, 39 JLN SULTAN AHMAD SHAH, 10050 PENANG**

Date & Time of Meeting : **MONDAY, 29 APRIL 2024 AT 10.30 A.M.**

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

Re-election of Puan Azian Binti Mohd Yusof who retires pursuant to Article 22.3 of the Company's Constitution

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	125	67,533,493	99.9335	
Against	15	44,957	0.0665	
Valid Cast	140	67,578,450	100.0000	Accepted
Abstain	0	0		
Not Indicated	0	0		
Total Cast	140	67,578,450		

Ordinary Resolution 2

Approval of Directors' fees

For	114	67,375,083	99.7064	
Against	24	198,367	0.2936	
Valid Cast	138	67,573,450	100.0000	Accepted
Abstain	2	5,000		
Not Indicated	0	0		
Total Cast	140	67,578,450		

Ordinary Resolution 3

Approval of Directors' benefits

For	114	67,375,083	99.7064	
Against	24	198,367	0.2936	
Valid Cast	138	67,573,450	100.0000	Accepted
Abstain	2	5,000		
Not Indicated	0	0		
Total Cast	140	67,578,450		



Signature of Scrutineers

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

Type Of Meeting : **FIFTIETH ANNUAL GENERAL MEETING**

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Date & Time of Meeting : **MONDAY, 29 APRIL 2024 AT 10.30 A.M.**

Votes Summary Report

Resolution (s)

Ordinary Resolution 4

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

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	132	67,550,798	99.9591	
Against	8	27,652	0.0409	
Valid Cast	140	67,578,450	100.0000	Accepted
Abstain	0	0		
Not Indicated	0	0		
Total Cast	140	67,578,450		

Ordinary Resolution 5

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

For	126	67,536,763	99.9383	
Against	14	41,687	0.0617	
Valid Cast	140	67,578,450	100.0000	Accepted
Abstain	0	0		
Not Indicated	0	0		
Total Cast	140	67,578,450		

Ordinary Resolution 6

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

For	120	8,466,798	99.4228	
Against	14	49,158	0.5772	
Valid Cast	134	8,515,956	100.0000	Accepted
Abstain	6	59,062,494		
Not Indicated	0	0		
Total Cast	140	67,578,450		



[Signature]

Signature of Scrutineers

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

Type Of Meeting : **FIFTIETH ANNUAL GENERAL MEETING**

Venue Of Meeting : **THROUGH LIVE STREAMING FROM THE BROADCAST VENUE AT BOARD ROOM, LEVEL 18, MENARA BOUSTEAD PENANG, 39 JLN SULTAN AHMAD SHAH, 10050 PENANG**

Date & Time of Meeting : **MONDAY, 29 APRIL 2024 AT 10.30 A.M.**

Votes Summary Report

Resolution (s)

Ordinary Resolution 7

Proposed Renewal of Existing Share Buy-Back Authority

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	126	67,529,292	99.9273	
Against	14	49,158	0.0727	
Valid Cast	140	67,578,450	100.0000	Accepted
Abstain	0	0		
Not Indicated	0	0		
Total Cast	140	67,578,450		



Signature of Scrutineers