

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 51st Annual General Meeting (“51st AGM”) of the Company held at Grand Ballroom, Level 2, G Hotel Gurney, 168A Persiaran Gurney, 10250 George Town, Penang on Wednesday, 23 April 2025 at 2.30 p.m.

- PRESENT :
- (i) **Board of Directors**
Tan Sri Dato’ Seri (Dr.) Fumihiko Konishi
Dr Yuma Konishi
Dato’ Azman Bin Mahmud
Mr Jony Raw
Puan Azian Binti Mohd Yusof
Puan Mariam Binti Jamal
Ms Cynthia Ooi Gaik See
 - (ii) **Company Secretaries**
Loh Sau Mun (Group Chief Financial Officer and
Company Secretary)
Lee Puay Img
 - (iii) **Shareholders, Corporate Representatives,
Proxies**
As per attendance lists (total representing
66,637,339 ordinary shares)
 - (iv) **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 at the 51st AGM. The Chairman briefed the shareholders on the background of Dr Yuma Konishi who was appointed as the President and Group Chief Executive Officer of the Company on 4 September 2024 before he proceeded to introduce the members of the Board, the Group Chief Financial Officer, the Company Secretaries and the members of senior management team.

Thereafter, the Chairman introduced Mr Chong Chen Kian, the audit partner from Messrs KPMG PLT, the Company’s Auditors, Ms Evelyn Lee, the tax partner from Messrs KPMG Tax Services Sdn Bhd, the Company’s Tax agent, Ms Felicia Low from Securities Services (Holdings) Sdn Bhd, the Share Registrar and Cik Nur Liyana from Commercial Quest Sdn Bhd, the Scrutineer.

QUORUM & NOTICE

With the requisite quorum being present, the Chairman declared the 51st AGM duly constituted at 2.30 p.m.

The Chairman noted that more than 28 days' notice has been given to the shareholders and hence, the notice convening the 51st AGM was taken as read.

PRESENTATION BY PRESIDENT AND GROUP CHIEF EXECUTIVE OFFICER

The Chairman then invited the President and Group Chief Executive Officer, Dr Yuma Konishi, to present the report on Texchem Resources Bhd Group of Companies to the shareholders.

PROCEEDINGS

The Chairman informed the Meeting that in compliance with Bursa Malaysia Securities Bhd's Main Market Listing Requirements, all resolutions would be put to vote by way of poll at the 51st AGM. The Company had appointed Securities Services (Holdings) Sdn Bhd as the poll administrator to conduct the polling process and Commercial Quest Sdn Bhd, the scrutineer, to verify the poll results.

The Chairman explained that in order to ensure smooth proceedings of the 51st AGM, the Question and Answer ("Q&A") session would be conducted after the presentation of the agenda set out in the Notice of 51st AGM. Voting would be conducted upon the conclusion of the Q&A session.

The Chairman then proceeded to read out the agenda as set out in the Notice of 51st AGM.

The Chairman thereafter invited the shareholders and proxy holders to raise questions on the Audited Financial Statements for the financial year ended 31 December 2024 and the resolutions stated in the agenda of the 51st AGM. The pertinent questions received from the shareholders or proxy holders during the 51st AGM and answers given during 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. 9:

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 invited the poll administrator to brief the Meeting on how to cast the votes. A video was played followed by a trial run on the casting of votes electronically.

ANNOUNCEMENT OF POLL RESULTS

The Chairman called the Meeting to order for the voting and declaration of the poll results. The Chairman informed that the poll results were projected on the screen after completion of the casting of votes for each resolution.

Based on the poll results (a copy of which is annexed hereto as Appendix 2), the Chairman declared that the resolutions tabled at the 51st AGM were duly carried. The details of the agenda and resolutions are set out herein.

Ordinary Business

Agenda 1

Audited Financial Statements

The Audited Financial Statements for the financial year ended 31 December 2024 together with the Reports of the Directors and Auditors thereon were received and duly noted at the 51st 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 Tan Sri Dato' Seri (Dr.) Fumihiko Konishi pursuant to Article 22.3 of the Company's Constitution

RESOLVED THAT Tan Sri Dato' Seri (Dr.) Fumihiko 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 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 3

Re-election of Puan Mariam Binti Jamal pursuant to Article 22.10 of the Company's Constitution

RESOLVED THAT Puan Mariam Binti Jamal, 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

Re-election of Ms Cynthia Ooi Gaik See pursuant to Article 22.10 of the Company's Constitution

RESOLVED THAT Ms Cynthia Ooi Gaik See, who retired in accordance with Article 22.10 of the Company's Constitution, be re-elected as a Director of the Company.

Ordinary Resolution 5

Payment of Directors' Fees

RESOLVED THAT the Directors' fees of RM1,000,000 for the financial year ended 31 December 2024 be and is hereby approved for payment.

Ordinary Resolution 6

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 2024 be and is hereby approved for payment.

Ordinary Resolution 7

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 2025 and the Directors be and are hereby authorised to fix their remuneration.

Special Business

Ordinary Resolution 8

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 9

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 24 March 2025 ("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 51st 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 10

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 51st 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 3.25p.m. with a vote of thanks to the Chair.

CONFIRMED AS A TRUE RECORD

- Signed -

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

Date: 23 April 2025

Texchem Resources Bhd
Minutes of the 51st Annual General Meeting held on 23 April 2025

Questions received from Shareholders or Proxy Holders and answers given during the 51st Annual General Meeting

The following question was posted by Fong Khiang Aun:

No.	Question	Answer by: The Chairman
1.	Is there any plan to pay dividend given that the Company have profit and able to pay dividend and director's fees?	<p>The Company is committed to provide 50% of its profit after tax as dividend subject to the financial requirements of Texchem Resources Bhd Group. Dividend was paid in 2022. The Company suffered losses in 2023 and thus no dividend was declared since then.</p> <p>The Management has considered the financial requirement of the Group and has decided to preserve cash for future development in view of the current uncertainty in the global market. The Company would review this matter for 2025.</p>

The following question was posted by Mah Nan Woei:

No.	Question	Answer by: Ms Cynthia Ooi Gaik See Group Chief Administrative Officer
1.	The Company had on November 2024 announced a cybersecurity incident. What is the prevention plan adopted by the Company?	After the cybersecurity incident, the Company has enhanced its firewall protection and strengthened its antivirus system and upgraded the servers and IT infrastructure. All affected systems were recovered.

[End]

Company Name : **TEXCHEM RESOURCES BHD**
 (REGISTRATION NO. 197301002868 (16318-K))
 Type Of Meeting : **FIFTY-ONE ANNUAL GENERAL MEETING**
 Venue Of Meeting : **GRAND BALLROOM LEVEL 2, G HOTEL GURNEY 168A PERSIARAN GURNEY 10250 GEORGE TOWN, PENANG**
 Date & Time of Meeting : **23 APRIL 2025 AT 2:30 P.M.**

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

Re-election of Tan Sri Dato' Seri (Dr.) Fumihiko 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	84	66,465,889	99.7449	Accepted
Against	2	170,000	0.2551	
Valid Cast	86	66,635,889	100.0000	
Abstain	0	0		
Not Indicated	6	1,450		
Total Cast	92	66,637,339		

Ordinary Resolution 2

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

For	81	66,454,589	99.7412	Accepted
Against	6	172,400	0.2588	
Valid Cast	87	66,626,989	100.0000	
Abstain	0	0		
Not Indicated	5	10,350		
Total Cast	92	66,637,339		

Ordinary Resolution 3

Re-election of Puan Mariam Binti Jamal who retires pursuant to Article 22.10 of the Company's Constitution

For	80	66,415,064	99.7002	Accepted
Against	5	199,700	0.2998	
Valid Cast	85	66,614,764	100.0000	
Abstain	2	4,000		
Not Indicated	5	18,575		
Total Cast	92	66,637,339		

Signature of Secretaries



Company Name : **TEXCHEM RESOURCES BHD**
 (REGISTRATION NO. 197301002868 (16318-K))
 Type Of Meeting : **FIFTY-ONE ANNUAL GENERAL MEETING**
 Venue Of Meeting : **GRAND BALLROOM LEVEL 2, G HOTEL GURNEY 168A PERSIARAN GURNEY 10250 GEORGE TOWN, PENANG**
 Date & Time of Meeting : **23 APRIL 2025 AT 2:30 P.M.**

Votes Summary Report

Resolution (s)

Ordinary Resolution 4

Re-election of Ms Cynthia Ooi Gaik See who retires pursuant to Article 22.10 of the Company's Constitution

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	84	66,455,539	99.7447	Accepted
Against	3	170,100	0.2553	
Valid Cast	87	66,625,639	100.0000	
Abstain	0	0		
Not Indicated	5	11,700		
Total Cast	92	66,637,339		

Ordinary Resolution 5

Approval of Directors' fees

For	67	66,408,869	99.6755	Accepted
Against	13	216,200	0.3245	
Valid Cast	80	66,625,069	100.0000	
Abstain	0	0		
Not Indicated	12	12,270		
Total Cast	92	66,637,339		

Ordinary Resolution 6

Approval of Directors' benefits

For	68	66,378,994	99.6448	Accepted
Against	13	236,600	0.3552	
Valid Cast	81	66,615,594	100.0000	
Abstain	2	5,075		
Not Indicated	9	16,670		
Total Cast	92	66,637,339		

Signature of Scrutineers



Company Name : **TEXCHEM RESOURCES BHD**
 (REGISTRATION NO. 197301002868 (16318-K))
 Type Of Meeting : **FIFTY-ONE ANNUAL GENERAL MEETING**
 Venue Of Meeting : **GRAND BALLROOM LEVEL 2, G HOTEL GURNEY 168A PERSIARAN GURNEY 10250 GEORGE TOWN, PENANG**
 Date & Time of Meeting : **23 APRIL 2025 AT 2:30 P.M.**

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	79	66,608,234	99.9811	
Against	5	12,600	0.0189	
Valid Cast	84	66,620,834	100.0000	
Abstain	1	30		
Not Indicated	7	16,475		
Total Cast	92	66,637,339		Accepted

Ordinary Resolution 8

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

For	82	66,588,864	99.9523	
Against	4	31,800	0.0477	
Valid Cast	86	66,620,664	100.0000	
Abstain	1	4,975		
Not Indicated	5	11,700		
Total Cast	92	66,637,339		Accepted

Ordinary Resolution 9

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

For	76	7,560,795	99.9868	
Against	1	1,000	0.0132	
Valid Cast	77	7,561,795	100.0000	
Abstain	8	59,063,494		
Not Indicated	7	12,050		
Total Cast	92	66,637,339		Accepted

Signature of Scrutiniser 

Company Name : **TEXCHEM RESOURCES BHD**
 (REGISTRATION NO. 197301002868 (16318-K))
 Type Of Meeting : **FIFTY-ONE ANNUAL GENERAL MEETING**
 Venue Of Meeting : **GRAND BALLROOM LEVEL 2, G HOTEL GURNEY 168A PERSIARAN GURNEY 10250 GEORGE TOWN, PENANG**
 Date & Time of Meeting : **23 APRIL 2025 AT 2:30 P.M.**

Votes Summary Report

Resolution (s)

Ordinary Resolution 10

Proposed Renewal of Existing Share Buy-Back Authority

	No. of shareholders	No. of shares	% of voted shares	Accepted/Rejected
For	88	66,625,239	99.9985	
Against	1	1,000	0.0015	
Valid Cast	89	66,626,239	100.0000	
Abstain	0	0		
Not Indicated	3	11,100		
Total Cast	92	66,637,339		Accepted

Signature of Scrutineers

