

# CHEMICAL INDUSTRIES (FAR EAST) LIMITED.

(the "Company")

(Incorporated in the Republic of Singapore)

Registration No. 196200046K

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at the Registered Office of the Company at 3 Jalan Samulun, Singapore 629127, on Monday, 29 July 2024 at 10.30 a.m. for the following purposes:

### AGENDA

#### As Ordinary Business

1. To receive and adopt the Audited Financial Statements and Directors' Statement of the Company for the financial year ended 31 March 2024 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve Directors' fee of S\$568,165 (2023: S\$622,500) for the financial year ended 31 March 2024. **(Resolution 2)**
3. To declare a one-tier tax exempt final dividend of 1.5 cents per share for the financial year ended 31 March 2024 (2023: 1.5 cents per share). **(Resolution 3)**
4. To re-elect the following Directors who will retire pursuant to Article 95(2) of the Constitution of the Company:
  - (i) Mr Lim Yew Nghee **(Resolution 4)**
  - (ii) Mr Lim Chee San **(Resolution 5)****(See Explanatory Note 1)**
5. To re-elect Mr Goh Koon Eng retiring pursuant to Article 96 of the Constitution of the Company: **(Resolution 6)**  
**(See Explanatory Note 1)**
6. To re-appoint Deloitte & Touche LLP as auditors of the Company to hold office until the next Annual General Meeting and to authorize the Directors to fix their remuneration. **(Resolution 7)**

#### AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions as Ordinary Resolutions with or without amendments: -

7. **Authority to allot and issue shares**
  - (a) That pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company to:
    - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
    - (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require shares to be issued including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures or other instruments convertible into shares,at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:
- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be the Company's total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
    - (A) new shares arising from the conversion or exercise of convertible securities;
    - (B) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
    - (C) any subsequent bonus issue, consolidation or subdivision of the Company's shares,and adjustments in accordance with (A) or (B) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution, and
  - (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

**(Resolution 8)**  
**(See Explanatory Note 2)**

8. To transact any other business.

**BY ORDER OF THE BOARD**

FOO SOON SOO  
COMPANY SECRETARY

12 JULY 2024

## EXPLANATORY NOTES:

1(a) Mr Lim Yew Nghee, will upon being re-elected as a Director of the Company, remain as Non-Executive and Non-Independent Deputy Chairman of the Company. He will remain as member of the Nominating Committee, Remuneration Committee and Audit and Risk Committee. He is considered non-independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Details of Mr Lim Yew Nghee are as follows:

Date of appointment	27 December 2019
Date of last re-appointment	21 July 2022
Age	50
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Lim Yew Nghee as a Director of the Company at the AGM 2024 was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Lim's contributions, qualifications, expertise and past experiences.
Whether appointment is executive, if so, the area of responsibility	Non-Executive
Job Title	Non-Executive and Non-Independent Director, member of Nominating, Audit & Risk and Remuneration Committees
Professional qualifications	Bachelor of Law (Honours), University of Singapore Master of Law, International and Comparative Law, McGill University
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2024 Annual Report
Shareholding interest in the listed issuer and its subsidiaries	None
Any relationship (including immediate family relationships) with any existing director, existing executive office, the issuer and/or substantial shareholder of the listed issuer or of any of its principle subsidiaries	Son of Executive Chairman, Mr Lim Soo Peng
Conflict of interests (including any competing business)	None
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7))	Yes
Other Principal Commitments including Directorship	Founding Principal of Taxise Asia LLC
Mr Lim Yew Nghee had responded negative to items (a) to (k) listed in Appendix 7.4.1. (Announcement of Appointment) of the Listing Manual of the SGX-ST	

- (b) Mr Lim Chee San, will upon being re-elected as a Director of the Company, remain as Chairman of the Remuneration Committee, member of the Nominating Committee and member of the Audit and Risk Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Details of Mr Lim Chee San are as follows:

Date of appointment	28 September 2021
Date of last re-appointment	21 July 2022
Age	64
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Lim Chee San as a Director of the Company at the AGM 2024 was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Lim's contributions, qualifications, expertise and past experiences.
Whether appointment is executive, if so, the area of responsibility	Non-Executive
Job Title	Non-Executive and Independent Director, Remuneration Committee Chairman, member of Audit & Risk and Nominating Committees
Professional qualifications	Fellow of Association of Chartered Certified Accountants Chartered Accountant, Singapore Barrister-at-Law Bachelor of Law (Hons) Chartered Information Technology Professional
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2024 Annual Report
Shareholding interest in the listed issuer and its subsidiaries	None
Any relationship (including immediate family relationships) with any existing director, existing executive office, the issuer and/or substantial shareholder of the listed issuer or of any of its principle subsidiaries	None
Conflict of interests (including any competing business)	None
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7))	Yes
Other Principal Commitments including Directorship	Partner of Tanlim Partnership
<p>Mr Lim Chee San had responded negative to items (a) to (j) listed in Appendix 7.4.1. (Announcement of Appointment) of the Listing Manual of the SGX-ST. For item (k) listed in Appendix 7.4.1, Mr Lim had advised as follows:</p> <p>He has been the subject of a past complaint to the Law Society Singapore about conflict of interest. The complaint was dismissed at the Inquiry Committee Stage in May 2018. Save for the above, there has been no investigation against him. Hence, he has not been the subject of any current or past disciplinary proceeding and has not been reprimanded or issued any warnings by the Monetary Authority of Singapore or any other regulatory authority, SGX-ST, professional body or government agency, whether in Singapore or elsewhere.</p>	

(c) Mr Goh Koon Eng will upon being re-elected as a Director of the Company, remain as Chairman of the Nominating Committee, member of the Remuneration Committee and member of the Audit and Risk Committee. He is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Details of Mr Goh Koon Eng are as follows:

Date of appointment	20 May 2024
Date of last re-appointment	Not applicable
Age	64
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	The re-election of Mr Goh Koon Eng as a Director of the Company at the AGM 2024 was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Lim's contributions, qualifications, expertise and past experiences.
Whether appointment is executive, if so, the area of responsibility	Non-Executive
Job Title	Non-Executive and Independent Director, Nominating Committee Chairman, member of Audit & Risk and Remuneration Committees
Professional qualifications	Bachelor in Electrical and Electronics Engineering (1st Class) - NUS Masters in Business Administration – NUS
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2024 Annual Report
Shareholding interest in the listed issuer and its subsidiaries	None
Any relationship (including immediate family relationships) with any existing director, existing executive office, the issuer and/or substantial shareholder of the listed issuer or of any of its principle subsidiaries	None
Conflict of interests (including any competing business)	None
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7))	Yes
Other Principal Commitments including Directorship	None
Mr Goh Koon Eng had responded negative to items (a) to (k) listed in Appendix 7.4.1. (Announcement of Appointment) of the Listing Manual of the SGX-ST	

2. Resolution 8, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company of which the total number of convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. The total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company for this purpose shall be the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed and any subsequent bonus issues, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

## NOTES:

### General

1. The AGM is being convened, and will be held physically. All members of the Company are invited to attend the AGM in person. There will be no option for members to participate virtually.
2. Printed copies of this Notice of AGM, accompanying Proxy Form and the Annual Report will be despatched by post to the members of the Company. These documents will also be published on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at [cil.com.sg](http://cil.com.sg).

### Submission of proxies

3. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
4. A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.  
  
"relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.
5. A proxy need not be a member of the Company.
6. The instrument appointing a proxy/proxies must be:
  - (i) deposited at the registered office of the Company's share registrar, B.A.C.S Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; and
  - (ii) email to [main@zicoholdings.com](mailto:main@zicoholdings.com) (a clear scanned signed form in PDF) not later than 10.30 am 27 July 2024, being 48 hours before the time set for the meeting.
7. The instrument appointing a proxy/proxies must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy/proxies is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
8. A Depositor's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited as at 72 hours before the time fixed for holding the Annual General Meeting in order for the Depositor to be entitled to attend and vote at the Annual General Meeting.
9. An investor who buys shares using CPF monies ("CPF Investor") and/or SRS monies ("SRS Investor") (as may be applicable) may attend and cast his/her votes at the Annual General Meeting if appointed as proxy of his /her CPF and/or SRS Approved Nominee. CPF and SRS Investors who are unable to attend the Annual General Meeting but would like to vote, may inform their respective CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy.

### Submission of questions

10. Members, CPF Investors and SRS Investors may submit substantial and relevant questions related to the resolutions to be tabled at the Annual General Meeting ahead of the meeting by email to [main@zicoholdings.com](mailto:main@zicoholdings.com) or by post to at the registered office of the Company at 3 Jalan Samulun, Singapore 629127 by 10.30 a.m. on 19 July 2024.
11. The Company will endeavour to address all substantial and relevant questions if received by the prescribed deadline in paragraph 8 above and post the answers on SGXNet and the Company's website by 10.30 a.m. on 25 July 2024. For substantial and relevant questions received after the prescribed deadline, the Company will endeavour to address them together with questions raised at the Annual General Meeting. Where substantially similar questions are received, they will be consolidated and not all questions may be individually addressed.

## **Minutes of Annual General Meeting**

12. The minutes of the Annual General Meeting together with the responses to the substantial and relevant question(s) by the shareholders not already answered and announced, will be posted on the SGXNet and the Company's website within one month after the date of the Annual General Meeting.

### **PERSONAL DATA PRIVACY:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

### **NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE**

**NOTICE IS HEREBY GIVEN** that subject to the approval of the shareholders of a one-tier tax exempt final dividend of 1.5 cents per share ("**Final Dividend**") in respect of the financial year ended 31 March 2024, the Company's Share Transfer Book and Register of Members will be closed after 5.00 p.m on 7<sup>th</sup> August 2024 ("**Record Date**") for the purpose of determining shareholders' entitlements to the Final Dividend.

Duly completed registrable transfers received by the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896 up to 5.00 p.m. on the Record Date will be registered to determine shareholders' entitlements to the Final Dividend. Depositors whose securities accounts with The Central Depository (Pte) Limited credited with shares in the Company as at 5.00 p.m. on the Record Date will be entitled to the Final Dividend.

If approved by the shareholders at the forthcoming Annual General Meeting, the payment of the Final Dividend will be made on 19<sup>th</sup> August 2024.

### **BY ORDER OF THE BOARD**

FOO SOON SOO  
Company Secretary  
12 July 2024