



MEGACHEM LIMITED
Registration No.198803293M

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at 11 Tuas Link 1, Singapore 638588 on Monday, 15 April 2019 at 10.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1.	To receive and adopt the Statement By Directors and Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Auditor's Report thereon.	(Resolution 1)
2.	To declare a final tax exempt dividend of 0.8 cent per share for the financial year ended 31 December 2018 (2017: final tax exempt dividend of 0.7 cent per share).	(Resolution 2)
3.	To approve Directors' fees of S\$146,000 for the financial year ending 31 December 2019 (2018: S\$146,000).	(Resolution 3)
4.	To re-elect Mr Chew Choon Tee who is retiring pursuant to Article 104 of the Company's Constitution. <i>Mr Chew Choon Tee, will upon re-election as a Director of the Company, continue to serve as the Executive Chairman and Managing Director and as a member of the Nominating Committee.</i> <i>Key information on Mr Chew Choon Tee is found on page 17 of the Company's 2018 annual report.</i>	(Resolution 4)
5.	To re-elect Mr Lee Bon Leong who is retiring pursuant to Article 104 of the Company's Constitution. <i>Mr Lee Bon Leong will, upon re-election as a Director of the Company, continue to serve as an Independent Director, chairman of the Nominating Committee and members of the Audit Committee and Remuneration Committee. Mr Lee Bon Leong is considered independent for the purpose of Rule 704(7) of the Listing Manual of the Singapore Exchange Securities Trading Limited Section B: Rules of Catalyst (the "Catalist Rules").</i> <i>Key information on Mr Lee Bon Leong is found on page 20 of the Company's 2018 annual report.</i>	(Resolution 5)
6.	To re-elect Mr Tatsuyuki Sakoda who is retiring pursuant to Article 108 of the Company's Constitution. <i>Mr Tatsuyuki Sakoda will, upon re-election as a Director of the Company, continue to serve as the Non-Executive Director.</i>	(Resolution 6)

	<i>Key information on Mr Tatsuyuki Sakoda is found on page 22 of the Company's 2018 annual report.</i>	
7.	To re-appoint Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration.	(Resolution 7)

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following Ordinary Resolutions with or without any modifications:-

8.	Authority to allot and issue shares and convertible securities	(Resolution 8)
	(a) "That pursuant to Section 161 of the Companies Act, Cap. 50, and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:	
	(i) issue and allot shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise;	
	(ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued or other transferable rights to subscribe for or purchase Shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares;	
	(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and	
	(b) (notwithstanding the authority conferred by the shareholders 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 100% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, 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 50% of the total number of issued shares excluding treasury shares of the Company.	

		For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on 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, or	
	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 Catalist Rules, and	
	c)	any subsequent bonus issue, consolidation or subdivision of the Company's shares, 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."	
	<i>[See Explanatory Note (i)]</i>		
9.	To approve the renewal of Interested Person Transactions Mandate "That (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules ("Chapter 9"), for the Company, its subsidiaries and associated companies (if any) that are considered to be "entities at risk" under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company's Letter to Shareholders dated 22 March 2019 (the "Letter"), with any party who is of the class of interested persons described in the Appendix to the Letter provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and in accordance with the Company's review procedures for such interested person transactions (the "IPT Mandate");		(Resolution 9)
	(b) the IPT Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier; and		
	(c) the Directors of the Company and each of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or each of them may consider expedient, necessary to give effect to the transactions contemplated and/or authorised by this ordinary resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company."		

10	To transact any other ordinary business which may properly be transacted at an Annual General Meeting.	
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ADDITIONAL INFORMATION ON DIRECTORS SEEKING RE-ELECTION

Mr Chew Choon Tee, Mr Lee Bon Leong and Mr Tatsuyuki Sakoda are the Directors seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 15 April 2019 (collectively, the “Retiring Directors” and each a “Retiring Director”).

Pursuant to Rule 720(5) of the Catalist Rules, the additional information relating to the Retiring Directors as set out in Appendix 7F to the Catalist Rules not otherwise disclosed in the Company’s 2018 annual report is set out below:

	Chew Choon Tee	Lee Bon Leong	Tatsuyuki Sakoda
a) whether at any time during the last 10 years, an application or a petition under any bankruptcy laws of any jurisdiction was filed against him or against a partnership of which he was a partner at the time he was a partner or at any time within two (2) years from the date he ceased to be a partner;	No	No	No
b) whether at any time during the last 10 years an application or petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within two (2) years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency;	No	No	No
c) whether there is any unsatisfied judgment against him;	No	No	No
d) whether he has been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty punishable with imprisonment, or have been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose;	No	No	No
e) whether he has been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any	No	No	No

criminal proceedings (including any pending criminal proceedings which he is aware of) for such breach;			
f) whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities and futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings which he is aware of) involving an allegation of fraud, misrepresentation or dishonesty on his part;	No	No	No
g) whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust;	No	No	No
h) whether he has been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part in any way directly or indirectly in the management of any entity or business trust;	No	No	No
i) whether he has been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity;	No	No	No
j) whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of: <ul style="list-style-type: none"> (i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or (ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or (iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or 	No	No	No

<p>(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities and futures industry in Singapore or elsewhere,</p> <p>in connection with any matter concerning or arising during the period when he was so concerned with the entity or business trust.</p>			
<p>k) whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?</p>	No	No	No

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that subject to approval being obtained at the Annual General Meeting to be held at 11 Tuas Link 1, Singapore 638588 on Monday, 15 April 2019 at 10.00 a.m.

1. A final tax exempt dividend of 0.8 cent per share for the financial year ended 31 December 2018 will be paid on 24 May 2019.
2. The Share Transfer Books and Register of Members of the Company will be closed on 13 May 2019 for preparation of dividend warrants. Duly completed and stamped transfers received by the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte. Ltd.), 80 Robinson Road #02-00, Singapore 068898, up to 5.00 p.m. on 10 May 2019 will be registered to determine members' entitlements to the proposed dividend. Members (being depositors) whose securities account with the Central Depository (Pte) Limited are credited with shares as at 5.00 p.m. on 10 May 2019 will be entitled to the payment of the proposed dividend.

BY ORDER OF THE BOARD

Kwok Hwee Peng
Toon Choi Fan
Company Secretaries

22 March 2019

Explanatory Notes:-

- (i) The ordinary resolution in item no. 8 is to authorise the Directors of the Company from the date of this Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 100% of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro-rata basis to existing shareholders shall not exceed 50% of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

Notes:

- 1) Except for a member who is a Relevant Intermediary as defined under section 181(6) of the Companies Act, Chapter 50, a member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than two (2) proxies in his stead. Relevant Intermediary is entitled to appoint more than two proxies to attend and vote in this Meeting.
- 2) A proxy need not be a member of the Company.
- 3) If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney.

- 4) The instrument appointing a proxy must be deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898 not less than forty-eight (48) hours before the time appointed for the Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting of the Company 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 Annual General Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting of the Company (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") and (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), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by 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.

These Notices have been prepared by the Company and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "Exchange"). The Sponsor has not independently verified the contents of these Notices.

These Notices have not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of these Notices, including the correctness of any of the statements or opinions made or reports contained in these Notices.

The contact person for the Sponsor is Mr David Yeong (tel : (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.