MEGACHEM LIMITED
Registration No.198803293M

MINUTES OF THE ANNUAL GENERAL MEETING ON 25 JUNE 2020

Minutes of the Annual General Meeting ("AGM" or the "Meeting") of the Company held via live webcast on Thursday, 25 June 2020 at 2.30 p.m.

PRESENT: As set out in the attendance records maintained by the Company.

COMMENCEMENT

Mr Lee Bon Leong (the "Chairman") took the chair and welcomed all the shareholders present at the Meeting.

The Chairman informed the shareholders that pursuant to the Safe Distancing Regulations and the SGX RegCo Guidance pertaining to the Conduct of General Meetings during the Safe Management Period, the AGM was conducted electronically, with the option of a 'live' webcast and an audio-only option on the given webcast website.

The Chairman proceeded to introduce the Board of Directors (the "Board" or the "Directors") who attended by electronic means.

QUORUM

The requisite quorum being present pursuant to the Company's Constitution, the Chairman called the Meeting to order at 2.30 p.m.

NOTICE

The Notice convening the Meeting, having been in the hands of the shareholders of the Company, and with permission of all shareholders, the Notice was taken as read.

VOTING BY POLL

The Chairman informed the Meeting that shareholders who wish to vote at this Meeting have appointed him to act as their proxy and they have directed their vote accordingly prior to this Meeting. All the proxy forms received by the Share Registrar, Tricor Barbinder Share Registration Services by the cut-off time have been verified by the Scrutineers, Entrust Advisory Pte Ltd. The voting results, which have been verified by the Scrutineer to be in order, will be announced by the Chairman during the course of this Meeting.

QUESTIONS FROM SHAREHOLDERS

The Chairman informed the Meeting that the Company had on 23 June 2020 announced the responses to Shareholders' queries prior to the Meeting on SGXNET and on the Company's website.

ORDINARY BUSINESS:

RESOLUTION 1:
AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2019 TOGETHER WITH THE STATEMENT BY DIRECTORS AND INDEPENDENT AUDITORS' REPORT

The Chairman presented the first item which was to receive the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Directors' Statement and Independent Auditor's Report thereon.

The motion was proposed by the Chairman and was put to vote by poll. The results of the poll were as follows:-

	Number of Votes	Percentage
For	116,034,558	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 1 was duly carried.

IT WAS RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Statement by Directors and Independent Auditors' Report be received and adopted.

RESOLUTION 2:
DECLARATION OF A FINAL TAX EXEMPT DIVIDEND

The Board had declared and approved a Final Tax Exempt Dividend of 1.0 cent per share for the financial year ended 31 December 2019.

The motion was proposed by the Chairman and was put to vote by poll. The results of the poll were as follows:-

	Number of Votes	Percentage
For	116,034,558	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 2 was duly carried.

IT WAS RESOLVED that the Final Tax Exempt Dividend of 1.0 cent per share for the financial year ended 2019 be approved.

RESOLUTION 3:
DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2020

The Board had recommended the payment of Directors' fees of S$162,667 for the financial year ending 31 December 2020.

The motion was proposed by the Chairman and was put to vote by poll. The results of the poll were as follows:-

	Number of Votes	Percentage
For	116,034,558	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 3 was duly carried.

IT WAS RESOLVED that the payment of Directors' fees of S$162,667 for the financial year ending 31 December 2020 be approved.

RESOLUTION 4:
RE-ELECTION OF MR CHAN KAM LOON AS DIRECTOR OF THE COMPANY

The Chairman informed the Meeting that Mr Chan Kam Loon who was retiring under Regulation 117 of the Company's Constitution had consented to be re-elected as Director of the Company.

If re-elected, Mr Chan Kam Loon will continue to serve as an Independent Director, Chairman of the Audit Committee and as members of the Remuneration Committee and Nominating Committee. Mr Chan Kam Loon 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 Catalist (the "Catalist Rules").

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	116,034,558	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 4 was duly carried.

IT WAS RESOLVED that Mr Chan Kam Loon be re-elected as a Director of the Company.

RESOLUTION 5:
RE-ELECTION OF MR TAN BOCK CHIA AS DIRECTOR OF THE COMPANY

The Chairman informed the Meeting that Mr Tan Bock Chia who was retiring under Regulation 117 of the Company's Constitution had consented to be re-elected as Director of the Company and Mr Tan Bock Chia had abstained from voting on his own re-election.

If re-elected, Mr Tan Bock Chia will continue to serve as member of the Executive Committee.

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	90,599,475	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 5 was duly carried.

IT WAS RESOLVED that Mr Tan Bock Chia be re-elected as a Director of the Company.

RESOLUTION 6:
RE-APPOINTMENT OF AUDITORS MESSRS RSM CHIO LIM LLP

The Chairman informed the Meeting that the retiring Auditors Messrs RSM Chio Lim LLP had expressed their willingness to continue in office as Auditors of the Company.

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	116,034,558	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 6 was duly carried.

IT WAS RESOLVED that Messrs RSM Chio Lim LLP be re-appointed as Auditors of the Company until the next AGM at a remuneration to be fixed by the Directors.

OTHER ROUTINE BUSINESS

As there were no further routine business, the Chairman proceeded with the special business.

SPECIAL BUSINESS:

RESOLUTION 7:
AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman proposed that the Directors be authorised to allot and issue shares pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the Catalist Rules and he put the motion to a vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	116,034,558	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 7 was duly carried.

IT WAS RESOLVED:-

(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 and subsidiary holdings of the Company.

For the purpose of this resolution, the total number of issued shares excluding treasury shares and subsidiary holdings 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 provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

Adjustments in accordance with the sections a) and b) above 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 the resolution approving the mandate is passed.

(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.

RESOLUTION 8:
RENEWAL OF INTERESTED PERSON TRANSACTIONS ("IPT") MANDATE

The Chairman informed the last item of the agenda was the renewal of the Proposed IPT Mandate. The Interested Persons, Chori Co., Ltd and its associates had abstained from voting on this resolution.

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	76,057,888	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 8 was duly carried.

IT WAS RESOLVED 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 30 March 2020 (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");

(b) the IPT 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.

CONCLUSION

There being no other business, the Chairman declared the AGM of the Company closed at 2.45 p.m.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

LEE BOON LEONG
INDEPENDENT AND NON-EXECUTIVE CHAIRMAN

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited ("Sponsor").

This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited ("the Exchange") and the Exchange assumes no responsibility for its contents, including the correctness of any of the statements or opinions made, or reports contained in this announcement.

The contact person for the Sponsor is Ms Tay Sim Yee (Tel : (65) 6232 3210) at 1 Robinson Road #21-00 AIA Tower Singapore 048542.