

## **CHEMICAL INDUSTRIES (FAR EAST) LIMITED.**

(the "Company")

(Incorporated in the Republic of Singapore)

Registration No. 196200046K

### **NOTICE OF 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 Friday, 30 June 2017 at 10.30 a.m. for the following purposes:-

#### **A G E N D A**

##### **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 2017 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve Directors' fee of \$371,000 (2016: \$390,000) for the financial year ended 31 March 2017. **(Resolution 2)**
3. To declare a final dividend (one-tier tax-exempt) of 3 cents per ordinary share for the financial year ended 31 March 2017 (2016: first and final dividend of 3 cents per ordinary share and special dividend of 5 cents per ordinary shares). **(Resolution 3)**
4. To re-elect Mr Tay Kah Chye who will retire pursuant to Article 95(2) of the Constitution of the Company. **(Resolution 4)**  
(See Explanatory Note 1)
5. To re-elect the following Directors, who will retire pursuant to Article 96 of the Constitution of the Company:
  - (i) Mr Lim Yew Khang Cecil **(Resolution 5)**
  - (ii) Ms Lee Kia Jong Elaine (Mrs Elaine Lim) **(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)**

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**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, Cap. 50, and the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), approval 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 shares in the capital of the Company whether by way of rights, bonus or otherwise;
  - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") 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 50% of the total number of issued shares (excluding treasury shares), 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 for the purpose of this Resolution, the total number of issued shares (excluding treasury shares) shall be the Company's total number of issued shares (excluding treasury shares) 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,

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- (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

Singapore, 12 June 2017

**EXPLANATORY NOTES-**

1. Mr Tay Kah Chye will, upon re-election as Director of the Company, remain as Chairman of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST.

Ms Lee Kia Jong Elaine (Mrs Elaine Lim) will, upon re-election as Director of the Company, remain as a member of the Audit Committee. She will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. She will continue as the Chairman of the Nominating Committee and a member of the Remuneration Committee.

Ms Valerie Ong Choo Lin who is due to retire by rotation at this Annual General Meeting, but will not be offering herself for re-election.

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) 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) 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) of the Company for this purpose shall be the total number of issued shares (excluding treasury shares) 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.

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**NOTES:**

1. 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 form of proxy.
2. 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 form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50.

3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy/proxies must be deposited at the registered office of the Company at 3 Jalan Samulun, Singapore 629127 not later than 48 hours before the time set for the meeting.
5. 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 authorized.
6. 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.
7. 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 vote(s) at the annual general meeting in person 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 CPF and/or SRS Approved Nominees to appoint the Chairman of the Meeting to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the annual general meeting.