



MegaChem

**MEGACHEM LIMITED**

(Company Registration No.: 198803293M)  
(Incorporated in the Republic of Singapore)

**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 Wednesday, 19 April 2023 at 10.00 a.m. to transact the following businesses: -

**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 2022 together with the Independent Auditor's Report thereon. **(Resolution 1)**
2. To declare a final tax-exempt dividend of 1.2 cents per share for the financial year ended 31 December 2022 (2021: final tax-exempt dividend of 1.2 cents per share). **(Resolution 2)**
3. To approve Directors' fees of S\$202,000 for the financial year ending 31 December 2023 (2022: S\$202,000). **(Resolution 3)**
4. To re-elect Mr Yasutaka Kawamura who is retiring pursuant to Regulation 117 of the Company's Constitution. **(Resolution 4)**

*Mr Yasutaka Kawamura will, upon re-election as a Director of the Company, continue to serve as the Non-Executive Non-Independent Director.*

*Key information on Mr Yasutaka Kawamura is found on page 24 of the Company's 2022 annual report.*

5. To note the retirement of Mr Tan Bock Chia who is retiring pursuant to Regulation 117 of the Company's Constitution.

*Key information on Mr Tan Bock Chia is found on page 21 of the Company's 2022 annual report.*

6. To re-appoint Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

## AS SPECIAL BUSINESS

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

7. Authority to allot and issue shares and convertible securities **(Resolution 6)**

- (a) “That pursuant to Section 161 of the Companies Act 1967, 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.”

*[See Explanatory Note (i)]*

8. To approve the renewal of Interested Person Transactions Mandate

**(Resolution 7)**

“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 28 March 2023 (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 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.”

9. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

#### **ADDITIONAL INFORMATION ON DIRECTOR SEEKING RE-ELECTION**

Mr Yasutaka Kawamura is the Director seeking re-election at the forthcoming Annual General Meeting of the Company to be convened on 19 April 2023 (the “Retiring Director”).

Pursuant to Rule 720(5) of the Catalist Rules, the additional information relating to the Retiring Director as set out in Appendix 7F to the Catalist Rules are disclosed on page 24 of the Company’s 2022 annual report.

#### **NOTICE OF RECORD DATE**

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 Wednesday, 19 April 2023 at 10.00 a.m.:-

- 1. A final tax-exempt dividend of 1.2 cents per share for the financial year ended 31 December 2022 will be paid on 28 June 2023.

2. The Share Transfer Books and Register of Members of the Company will be closed on 13 June 2023 for the purpose of determining member's entitlements to the proposed final tax-exempt dividend. 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 pm on 12 June 2023 (the "Record Date") will be registered to determine member's entitlements to the proposed dividend. Members (being depositors) whose securities account with The Central Depository (Pte) Limited are credited with ordinary shares as at Record Date will be entitled to the payment of the proposed dividend.

BY ORDER OF THE BOARD

Kwok Hwee Peng  
Hon Wei Ling  
Company Secretaries

28 March 2023

**Explanatory Notes:-**

- (i) The ordinary resolution no. 6 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. The members of the Company are invited to attend physically at the Annual General Meeting ("AGM") pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Members have no option to participate virtually. Printed copies of this notice of AGM (the "Notice of AGM") and the proxy form will be sent to members by post and by electronic means via publication on the Company's website at <http://megachem.listedcompany.com/newsroom.html>. This Notice of AGM will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.

2. Arrangements for participation in the AGM physically

Members (including CPFIS and SRS investors) may participate in the AGM by:

- (a) attending the AGM in person;
- (b) submitting questions to the Chairman of the Meeting in advance of, or at, the AGM; and/or
- (c) voting at the AGM
  - (i) themselves personally; or (ii) through their duly appointed proxy(ies).

CPFIS and SRS investors who wish to appoint the Chairman of the Meeting (and not third party prox(ies)) as proxy to approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 6 below for details.

In the event that members encountered COVID-19 like symptoms prior to the Meeting, members are strongly encouraged to exercise social responsibility to rest at home and consider appoint a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the Meeting.

3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her stead at the AGM.  
(b) A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.

**"Relevant intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act 1967.

4. A proxy need not be a member of the Company.

5. A member can appoint the Chairman of the Meeting as his/her/its proxy **but this is not mandatory**.

If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the Chairman of the Meeting will vote or abstain from voting at his discretion.

6. CPFIS/SRS investors who hold shares through CPF Agent Banks/SRS Operators:

- (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes at least seven (7) working days prior to the date of AGM i.e. **by 10.00 a.m. on 10 April 2023**.

7. Submission of instrument appointing a proxy or proxies ("Proxy Form") – **By 10.00 a.m. on 16 April 2023**

The Proxy Form 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 by **10.00 a.m. on 16 April 2023**, being not less than seventy-two (72) hours before the time appointed for holding the Meeting (or any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

8. The Company shall be entitled to, and will, treat any valid Proxy Form which was delivered by a member to the Company before **10.00 a.m. on 16 April 2023** as a valid instrument as the member's proxy to attend, speak and vote at the Meeting if:
- (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and
- (b) the member has not withdrawn the appointment by 10.00 a.m. on 16 April 2023.

9. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.

10. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the Meeting if he/she so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the member attends the Meeting in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Meeting.

11. Submission of questions by members in advance of the Meeting – **By 10.00 a.m. on 10 April 2023**

- (a) Members may also submit questions related to the resolutions to be tabled for approval at the Meeting. All questions, together with the members' full names, identification numbers, contact numbers and email addresses and manner in which they hold shares in the Company ("Shares"), must be submitted no later than **10.00 a.m. on 10 April 2023** via email to [hpkwok@sg.megachem.com](mailto:hpkwok@sg.megachem.com) or by post to the registered office of the Company at 11 Tuas Link 1, Singapore 638588.

- (b) The Company will publish the responses to substantial and relevant questions on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website <http://megachem.listedcompany.com/newsroom.html> no later than **10.00 a.m. on 14 April 2023**, being not less than forty-eight (48) hours before the closing date and time for the lodgement of proxy forms.

- (c) The Company endeavours to address (i) subsequent clarifications sought (ii) follow-up questions or (iii) subsequent substantial and relevant questions which are received after 10.00 a.m. on 10 April 2023 at the Meeting itself. Where substantially similar questions are received, we will consolidate such questions and consequently not all questions may be individually addressed.

- (d) Minutes of AGM - The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET, and the minutes will include the responses to the questions which are addressed during the AGM, if any.

12. Members are reminded to check the Company's website at <http://megachem.listedcompany.com/newsroom.html> and on the SGX website at <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM.

This Notice has been prepared by the Company and the contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "Sponsor").

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

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

