

# **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 Fiftieth Annual General Meeting of the Company will be held at the Registered Office of the Company at 3 Jalan Samulun, Singapore 629127, on Wednesday, 18 June 2014 at 10.30 a.m. for the following purposes:-

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

#### **As Ordinary Business**

1. To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 March 2014 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve Directors' fee of \$255,000 (2013: \$220,000) for the financial year ended 31 March 2014. **(Resolution 2)**
3. To declare a first and final dividend (tax-exempt one-tier) of 1.5 cents per ordinary share for the financial year ended 31 March 2014 (2013: 1.0 cent) **(Resolution 3)**
4. To re-elect Mr Eric Lim Yew Tow, a director retiring pursuant to Article 95 of the Company's Articles of Association **(Resolution 4)**
5. To re-elect the following directors retiring pursuant to Section 153(6) of the Companies Act, Cap. 50:
  - (a) Mr Lim Soo Peng **(Resolution 5)**
  - (b) Dr Chua Sui Leng **(Resolution 6)**

Dr Chua Sui Leng will, upon re-appointment as Director of the Company, remain as a member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. He will also remain as the Chairman of the Remuneration Committee and a member of the Nominating Committee.
  - (c) Dr Wan Soon Bee **(Resolution 7)**

Dr Wan Soon Bee will, upon re-appointment as Director of the Company, remain as a member of the Audit Committee. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. He will also remain as the Chairman of the Nominating Committee and a member of the Remuneration Committee.
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 8)**

## 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 and 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,
  - (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 9)**

**(See Explanatory Note )**

8. To transact any other business.

**EXPLANATORY NOTE ON SPECIAL BUSINESS TO BE TRANSACTED:-**

**Resolution 9**, 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.

By Order of the Board  
Foo Soon Soo  
Company Secretary  
Singapore, 30 May 2014

**NOTES:**

1. A member of the Company entitled to attend and vote at the above meeting may appoint no more than two proxies to attend and vote on his behalf and such proxy need not be a member of the Company. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each such proxy.
2. If the appointor is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.
3. The instrument appointing a proxy, together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof must be deposited at the registered office of the Company at 3 Jalan Samulun, Singapore 629127 not later than 48 hours before the time appointed for the Annual General Meeting.