

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 132 Pioneer Road, Singapore 639588 on Tuesday 17 April 2012 at 10.00 a.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Report and Audited Financial Statements of the Company for the financial year ended 31 December 2011 together with the Auditor's Report thereon. **(Resolution 1)**
2. To declare a final tax exempt dividend of 1.0 cents per share for the financial year ended 31 December 2011 (2010: tax exempt dividend of 0.7 cents per share). **(Resolution 2)**
3. To approve Directors' fees of S\$134,000 for the financial year ending 31 December 2012 (2011: S\$121,000). **(Resolution 3)**
4. To re-elect Mr Lee Bon Leong who is retiring pursuant to Article 104 of the Company's Articles of Association **(Resolution 4)**

Mr Lee Bon Leong, upon re-election as Director of the Company, remains as members of the Audit Committee and Remuneration Committee and as Chairman of the Nominating Committee. Mr Lee will be 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.

5. To re-elect Dr Patrick Pui-Hang Yeung who is retiring pursuant to Article 104 of the Company's Articles of Association **(Resolution 5)**

Dr Patrick Pui-Hang Yeung, upon re-election as Director of the Company, remains as member of the Audit Committee and as Chairman of the Remuneration Committee. Dr Patrick Pui-Hang Yeung, will be considered independent for the purpose of Rule 704(7) of the Listing Manual Catalist of the Singapore Exchange Securities Trading Limited Section B: Rules of Catalist.

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

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 7)

- (a) “That pursuant to Section 161 of the Companies Act, Cap. 50, and the Listing Manual of the Singapore Exchange Securities Trading Limited Section B: Rules of Catalist (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 shares in the capital of the Company 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 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. Unless prior shareholder approval is required under the Catalist Rules, an issue of treasury shares will not require further shareholder approval, and will not be included in the aforementioned limits.

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 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 1)

8. Authority to grant options and to issue shares under the Megachem Employee Share Option Scheme (Resolution 8)

"That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the provisions of the Megachem Employee Share Option Scheme (the "Scheme"), and, pursuant to Section 161 of the Companies Act, Cap. 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed 15% of the issued share capital of the Company from time to time, as determined in accordance with the provisions of the Scheme."

(See Explanatory Note 2)

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

NOTICE OF BOOKS CLOSURE

NOTICE IS HEREBY GIVEN that subject to approval being obtained at the Annual General Meeting to be held at 132 Pioneer Road Singapore 639588 on Tuesday 17 April 2012 at 10.00 a.m.

1. A Final exempt Dividend of 1.0 cents per share for the financial year ended 31 December 2011 will be paid on 25 May 2012.
2. The Share Transfer Books and Register of Members of the Company will be closed on 10 May 2012 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 9 May 2012 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 9 May 2012 will be entitled to the payment of the proposed dividend.

BY ORDER OF THE BOARD

Tan Ping Ping
Kwok Hwee Peng
Company Secretaries

30 March 2012

Notes:

- 1) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint not more than 2 proxies in his stead.
- 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 registered office of the Company at 132 Pioneer Road Singapore 639588 not later than 48 hours before the time appointed for the Meeting.

Explanatory Notes:-

1. The ordinary resolution in item no. 7 is to authorise 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 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.
2. The ordinary resolution proposed in item 8 above, if passed, will empower the Directors of the Company to offer and grant options under the Megachem Employee Share Option Scheme and to allot and issue shares pursuant to the exercise of such options under the Megachem Employee Share Option Scheme not exceeding 15% of the issued share capital of the Company from time to time.

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

This document has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr Bernard Lim, (Telephone 65-6221 5590).at 79 Anson Road #15-03 Singapore 079906.