

MEGACHEM LIMITED

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

PROXY FORM

IMPORTANT

Alternative Arrangements for Annual General Meeting ("AGM")

1. The AGM is being convened, and will be held, by electronic means 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. Printed copies of the Notice of AGM 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>. The Notice of AGM is also available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
2. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person.** Instead, alternative arrangements have been put in place to allow members to participate at the AGM by (a) watching the AGM proceedings via "live" webcast, (b) submitting questions in advance of the AGM, and (c) voting by appointing the Chairman of the AGM as proxy at the AGM, are set out in the Additional Information on Alternative Arrangement for AGM.
3. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.
4. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the AGM.

CPF/SRS Investors

5. CPF/SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators by **2.00 p.m. on 6 April 2021** to submit their votes by **2.00 p.m. on 13 April 2021**.

Personal Data

6. By submitting an instrument appointing a proxy(ies) and/or representative(s), a member accepts and agrees to the personal data privacy terms set out in the Notes to this Proxy Form.

I/We _____ (Name) NRIC/Passport No. _____

of _____ (Address)

being a member/members of Megachem Limited (the "Company"), hereby appoint the Chairman of the Meeting as my/our *proxy to vote for me/us* on my/our* behalf at the Annual General Meeting (the "Meeting") of the Company to be convened and held by way of electronic means on 16 April 2021 at 2.00 p.m. and at any adjournment thereof.

I/We* direct the Chairman of the Meeting to exercise all my/our votes* "For" or "Against" or to "Abstain" from voting the Ordinary Resolutions to be proposed at the Meeting as indicated with an "X" in the spaces provided hereunder. If no specific directions as to voting are given, the Chairman of the Meeting will vote or abstain from voting at his discretion.

**Alternatively, please indicate the number of votes as appropriate "For", "Against" or "Abstain" box as provided in respect of that resolution. If you wish the Chairman of the Meeting as your proxy abstain from voting on a resolution, please indicate with an "X" in the "Abstain" box provided in respect of that resolution.*

No.	Ordinary Resolutions	No. of votes "For"*	No. of votes "Against"*	No. of votes "Abstain"*
1.	To receive and adopt the Statement by Directors and Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Auditor's Report thereon.			
2.	To declare a final tax exempt dividend of 1.0 cent per share for the financial year ended 31 December 2020.			
3.	To approve Directors' fees of S\$166,000 for the financial year ending 31 December 2021.			
4.	To re-elect Mr Lee Bon Leong pursuant to Regulation 117 of the Company's Constitution.			
5.	To approve Mr Lee Bon Leong's continued appointment as an Independent Director by shareholders.			
6.	To approve Mr Lee Bon Leong's continued appointment as an Independent Director by shareholders (excluding the directors, the chief executive officer and their associates).			
7.	To approve Mr Chan Kam Loon's continued appointment as an Independent Director by shareholders.			
8.	To approve Mr Chan Kam Loon's continued appointment as an Independent Director by shareholders (excluding the directors, the chief executive officer and their associates).			
9.	To re-elect Dr Tay Kin Bee pursuant to Regulation 117 of the Company's Constitution.			
10.	To re-elect Mr Yasutaka Kawamura pursuant to Regulation 122 of the Company's Constitution.			
11.	To re-appoint Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration.			
12.	To authorise Directors to issue shares pursuant to Section 161 of the Companies Act, Chapter 50.			
13.	To approve the renewal of Interested Person Transactions Mandate.			

Dated this _____ day _____ 2021

Total Number of Shares Held

Signature(s) of Member(s)/Common Seal

* Delete accordingly

IMPORTANT. Please read notes overleaf

Notes:-

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.

2. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the Annual General Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Annual General Meeting.** This proxy form will be sent by post to members. Members may also download the proxy form from the Company's website at <http://megachem.listedcompany.com/newsroom.html>, and the SGX website at <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

Members who hold their Shares through relevant intermediaries* as defined in Section 181 of the Companies Act, Chapter 50 (including CPF and SRS investors) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) to submit their voting instructions by **2.00 p.m. on 6 April 2021** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **2.00 p.m. on 13 April 2021**.

3. The Chairman of the Meeting, as proxy, need not be a member of the Company.

4. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:

- (a) if submitted by post, be lodged with the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898; or
- (b) if submitted electronically, be submitted via <https://conveneagm.com/sg/megachem>. Please refer to the "Additional Information on Alternative Arrangement for AGM" for pre-registration details.

in either case, by **2.00 p.m. on 13 April 2021**, 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.

A member who wishes to submit an instrument of proxy by post, must first download, complete and sign the proxy form, before submitting it by post to the address provided above.

5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointer or by his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.

6. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointer by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

7. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Annual General Meeting, in accordance with its Constitution and Section 179 of the Companies Act.

8. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting if it is incomplete, improperly completed or illegible or where the true intentions of the appointer are not ascertainable from the instructions of the appointer specified in the instrument appointing the Chairman of the Meeting. In addition, in the case of members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting lodged if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities Futures Act (Cap. 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 1 April 2021.

Affix
Stamp

The Company Secretary
MEGACHEM LIMITED
c/o Tricor Barbinder Share Registration Services
80 Robinson Road #11-02
Singapore 068898