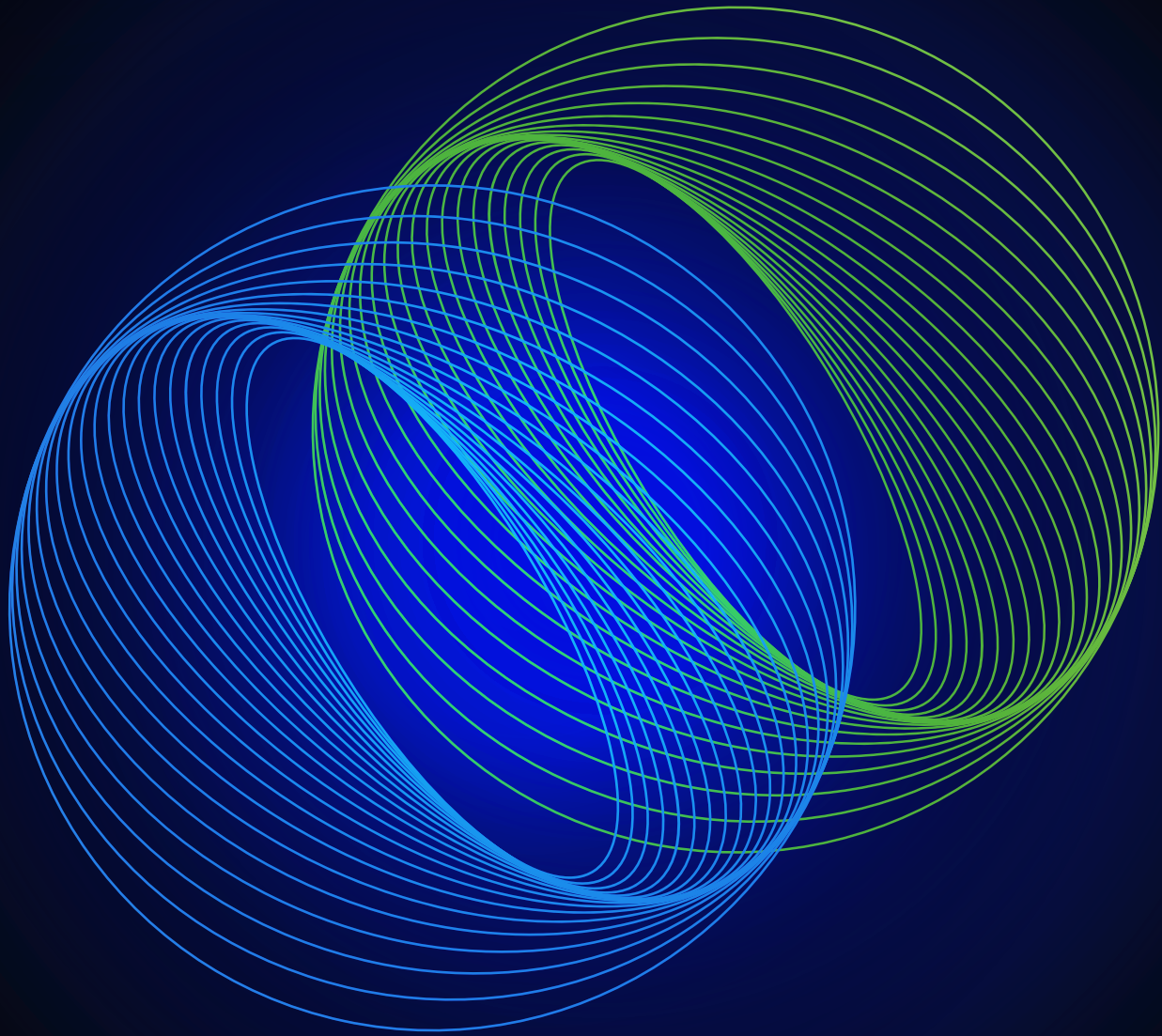


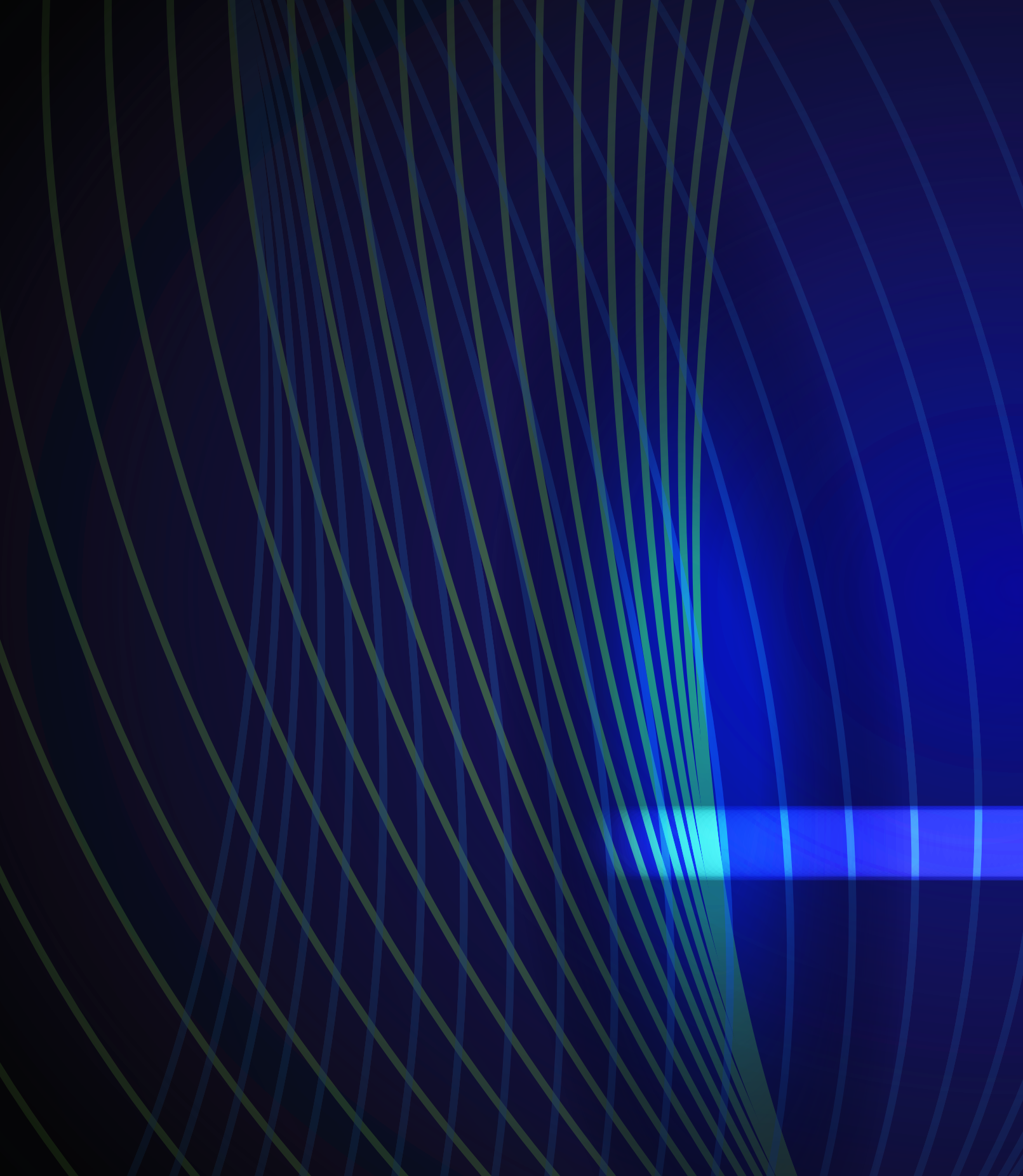


MegaChem



# UNBREAKABLE

ANNUAL REPORT 2020





THE ONLY THING  
THAT CAN BREAK US,  
IS US.

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This annual report has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "Sponsor").

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

The contact person for the Sponsor is Ms Tay Sim Yee (Telephone: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower Singapore 048542

AT A  
GLANCE

SALES  
S\$105.2 MIL

7.5% ▼

NET PROFIT  
S\$5.3MIL

32.0% ▲

EBITDA  
S\$7.7 MIL

9.8% ▲

NPAT  
(excluding grant)  
S\$4.1MIL

3.9% ▲

FULL YEAR  
DIVIDEND

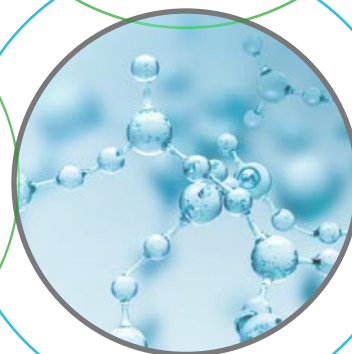
1.5  
cents

per share



EPS  
3.85cts

33.7% ▲



# CHAIRMAN'S MESSAGE



**“Despite outbreak of the pandemic which hindered growth of the economy, we remain optimistic that this is the decade of opportunities especially for Asia. In line with this, the Asian region remains our main driver of growth”**

**LEE BON LEONG**

*Independent and Non-Executive Chairman  
Megachem Limited*

## **DEAR VALUED SHAREHOLDERS,**

On behalf of the Board of Directors, I am pleased to present to you Megachem's annual report for the financial year ended 31 December 2020 (“FY 2020”).

### **Diversified business model proves resilient and sustainable**

FY 2020 became an unrepresented year with the emergence and widespread of COVID-19 globally. To curb the spread of the highly contagious virus, many countries imposed lockdowns on non-essential industries and border restrictions, which led to supply disruption and lower demand for certain goods and services.

While sectors such as constructions, coatings and automotive were negatively affected, others such as electronics, healthcare and cleaning segments saw some growth. As Megachem supplies to a wide spectrum of industries, the impact on Megachem's business was partially mitigated. On the supply side, due to our diversified supply sources, the supply chain disruption did not have much impact on the Group. Hence, the diversified business model of the Group, in

terms of geography and market segments, enabled us to remain resilient and sustainable in the challenging operating environment in FY 2020, and achieve a commendable performance of net profit after tax growth of 32.0% to S\$5.3 million from the previous year.

### **Profitable track record remains intact**

In FY 2020, Megachem achieved S\$105.2 million in sales, a 7.5% decrease compared to the S\$113.8 million recorded in the previous corresponding financial year (“FY 2019”). This was largely due to the emergence of COVID-19, which hampered the Group's business across its major markets, especially in the second and third quarters. Our core markets of ASEAN and North Asia were the most affected by the pandemic, while other markets of Europe, South Asia and Australia bucked the trend.

Year-on-year, sales from both the Distribution and Manufacturing segments experienced a fall. The Distribution segment decreased by 7.5% to S\$101.8 million, while sales from the Manufacturing segment declined by 7.4% to S\$3.5 million.

Correspondingly, gross profit decreased by 5.9% to S\$26.5 million in FY 2020, as compared to S\$28.2 million in FY 2019. However, gross profit margin improved by 0.4 percentage points year-on-year, from 24.8% to 25.2% in FY 2020.

Total operating expenses and finance costs decreased by 3.2% or S\$0.8 million from the previous year, largely due to lower travelling and transport expenses, as well as lower finance cost.

Net profit before tax increased by 19.6% year-on-year to S\$5.9 million from S\$5.0 million. This was due to higher contributions from other income, including grant income of S\$1.2 million as part of COVID-19 stimulus from the Singapore government, higher share of profit of associated companies, and the lower total operating expenses and finance costs. Correspondingly, the Group saw a growth in the net profit after tax of 32.0% to S\$5.3 million from S\$4.0 million. Excluding the grant income, the Group's net profit after tax expanded 3.9% in FY 2020 from FY 2019.

Earnings per share for FY 2020 stood at 3.85 Singapore cents, a 33.7% increase from the earnings per share of 2.88 Singapore cents in the previous financial year. Net asset value per share increased to 39.33 Singapore cents as at 31 December 2020, from 37.24 Singapore cents as at 31 December 2019.

As a result of positive net profit after tax and lower inventory purchases, this generated positive cash flows from operating activities which was partially utilised on capital expenditure, satisfying dividends and other financing obligations. With strong cash generated from operating activities in FY 2020, cash and cash equivalents increased by S\$1.0 million from S\$14.9 million as at 31 December 2019 to S\$15.9 million as at 31 December 2020. Gearing ratio remained unchanged from previous year at 0.37 time as at 31 December 2020.

Overall, our robust balance sheet enabled us to maintain a healthy financial position, providing us with financial flexibility for future growth and expansion of the business.

### **Positioning for recovery**

Following concerted government stimulus, discovery of COVID-19 vaccines and countries easing lockdowns, business sentiments have improved. However, there are some concerns regarding resurgence of cases worldwide and rise of new coronavirus variants, which may derail the recovery of the economy. While we are seeing early signs of recovery, the pace and extent of it are dependent on developments on the COVID-19 front. Meanwhile, geopolitical tensions also pose a risk to the global economy.

As chemicals are widely used in many sectors, the chemical industry and performance of Megachem is closely tied to the global economy. Hence along with the improving business sentiments, we are seeing a pick-up in business activities and price recovery in the chemical industry.

Despite the outbreak of the pandemic which hindered the growth of the economy, we remain optimistic that this is still the decade of opportunities, especially for Asia. In line with this, the Asian region remains our main driver of growth. We are focused on building our strategy around Asia-centric markets and deepening our presence in high growth sectors. Besides our strong customer centricity, we are committed to enhancing our product offering and providing value-added solutions to our customers.

In addition to increasingly building our resilience, we will leverage on our diversified business model, extensive track record of operational excellence and financial discipline to bring about greater long-term value to our stakeholders. Megachem is therefore well-poised to take advantage of the vast opportunities in this decade.

### **Providing value for our shareholders**

Since Megachem was listed in 2003, we have always strived to provide value to all our stakeholders, including our shareholders. Aside from providing long-term returns to our shareholders, we do this through consistent distribution of dividends.

For FY 2020, the Board is pleased to recommend a final dividend of 1.0 cent per share, to show appreciation to our valued shareholders. In addition to the interim dividend of 0.5 cent per share, the collective dividend of 1.5 cents per share represents a total payout ratio of 39.0% against net profit. This is subject to the approval by shareholders at the Annual General Meeting to be convened.

### **Words of appreciation**

At this point, I would like to extend my deepest appreciation to our management team, staff, bankers and business associates for their contribution towards the Group. I would also like to thank my fellow directors for their guidance amidst this tumultuous period. Last but not least, I would like to extend my gratitude to our shareholders for their loyal support.

In this new normal, we will continue to strive towards transforming into a more sustainable specialty chemical business for our customers, as well as lifting our shareholders' value.

### **Lee Bon Leong**

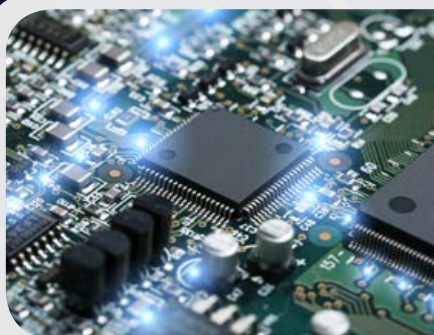
*Independent and Non-Executive Chairman  
Megachem Limited*

# OUR WORLD OF CHEMISTRY



## PERFORMANCE COATINGS AND POLYMERS

- Paint and Ink • Polymerisation
- Adhesive • Construction
- Textile



## SURFACE TECHNOLOGY

- Electronics • Metal Finishing
- Industrial Cleaning • Water Treatment
- Pulp & Paper



## OIL AND GAS

- Petrochemical • Lubricant & Grease
- Oil field • Refinery





## ADVANCED POLYMER COMPOSITES

- Rubber • Plastic
- Polyurethane • Polyester



## BIOTECH

- F&B • Pharmaceutical
- Nutraceutical • Cosmeceutical
- Agriculture/Feed • Flavor & Fragrance
- Homecare • Photographic



## RESOURCES

- Mining

# OUR PROSPECTS

## Signs of economic recovery

One year has passed since COVID-19 first emerged and the world is still grappling with the negative effects it has on the global economy. The emergence of a new variant of COVID-19 virus raises fear that infection rate may surge again. On the political front, the on-going US-China tension may pose risk on any economic recovery even though a new US administration is now in place following the US election.

However concerted stimulus efforts of government and central banks have provided the liquidity and a low interest environment to keep businesses afloat. Gradual easing of lockdown measures in some countries have revived some business activities. Positive developments in the discoveries of COVID-19 vaccines also raise hopes that the world can move forward from the pandemic. Moreover macro indicators and sentiments in recent months have improved.

Even though there are early signs of an economic recovery, the pace and extent of it is still dependent on developments of the COVID-19 situation. As the pandemic remains in a state of flux, economic recovery is likely to be gradual and uneven.

On the back of improved business sentiments, the chemical industry is also seeing an uptick in activities along with firmer chemical prices.

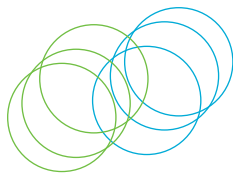
## Positioning for recovery

For Megachem, it will be a year when we position ourselves for recovery while keeping an eye on possible obstacles to the recovery. We will remain steadfast in executing our strategy of providing solutions to our customers across a diversified portfolio of industries. This entails building our strategy around an Asia-centric market, deepening our presence in high growth industries and maintaining a diversified business model.



# OUR CORPORATE PROFILE

## YOUR TOTAL CHEMICAL SOLUTIONS PARTNER



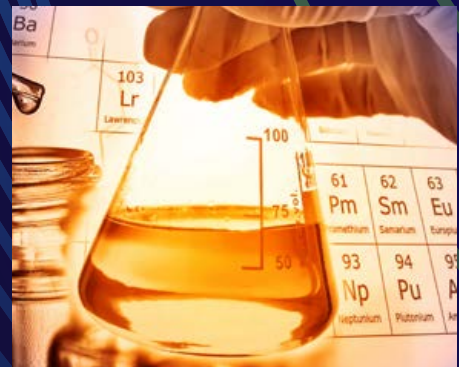
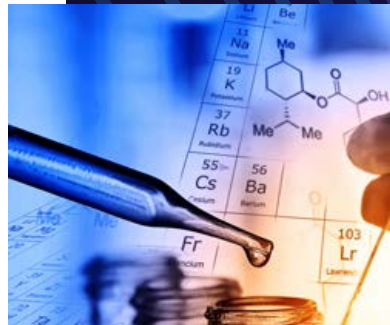
Established in 1988, Megachem has since emerged as a leading chemical player in Singapore and the region. Listed on the Singapore Stock Exchange in 2003, we are today a global one-stop specialty chemical solutions provider, offering integrated value-added services including contract manufacturing tailored to customers' needs as well as distribution of specialty chemicals. We have a global presence and diverse customer base from a wide spectrum of industries. Our technical capabilities, supply chain infrastructure and professional team serve to ensure total customer satisfaction.

# OUR CORPORATE PROFILE

**SERVING YOU GLOBALLY  
WITH ONE-STOP  
SUPPLY OF SPECIALTY  
CHEMICALS**



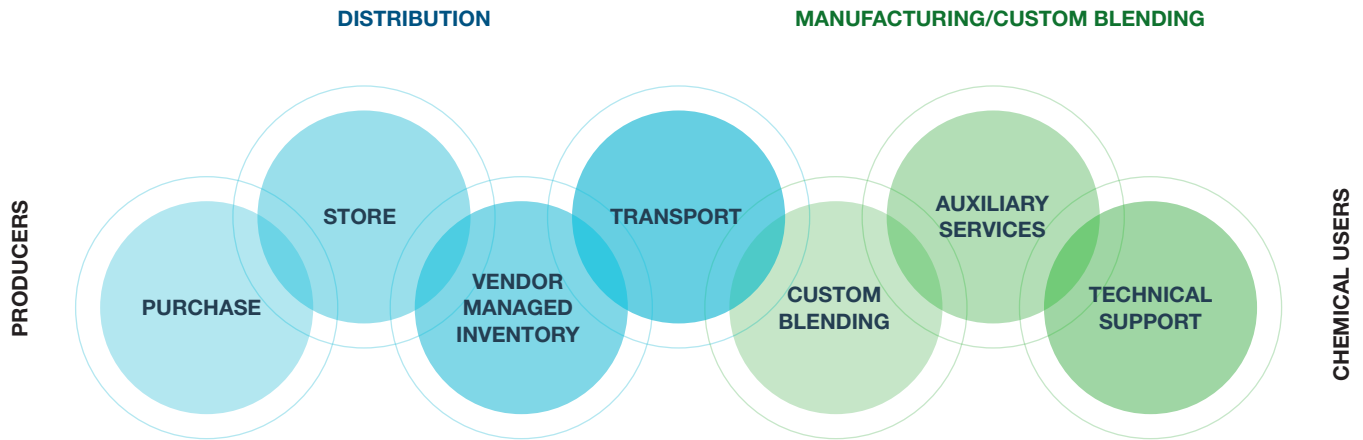
**PROVIDING  
INTEGRATED  
VALUE-ADDED  
SOLUTIONS**



**A PREMIUM  
PROVIDER OF  
CHEMICAL CONTRACT  
MANUFACTURING  
SERVICES**



# OUR BUSINESS MODEL



## VALUE-ADDING IN THE CHEMICAL SUPPLY CHAIN



- Wide product portfolio >1,000 types and grades of chemicals
- Global Sourcing Network -China, Europe, Japan, US, India
- Global Distribution Network -presence in 12 countries
- Strong customer base >2,000 customers
- Providing Just-in-Time delivery and Vendor- Managed Inventory Service

- Mixing and Blending according to customers' formulations
- Repackaging from bulk to smaller packaging
- Filling, packaging and labeling
- Technical support from dedicated application laboratories

# OUR GLOBAL FOOTPRINT



## CONNECTING TO THE WORLD OF OPPORTUNITIES

With an extensive global network and strategic locations in Asia, we are well-positioned to develop strategic relationships and forging winning formula in a challenging business landscape.



**GLOBAL  
SOURCING**

**GLOBAL  
MARKETS**

# WHY MEGACHEM?

Every single element has to be exactly in place to create the desired formula for success and Megachem has been building this winning formula over the decades. Several vital ingredients make up this potent formula:

Our integrated solutions, superior manufacturing capability, extensive global network, our strong customer base, outstanding product portfolio, efficient supply chain solutions and sophisticated IT support services. Together, these elements give our customers the competitive edge they seek, making us their indispensable partner on their journey to growth

## OUR COMPETITIVE STRENGTHS

### Integrated Specialty Chemical Solutions Provider

Megachem's capabilities in proprietary chemical products manufacturing, contract manufacturing and global distribution provide customers with integrated solutions, thus adding higher value to them.

These make us a one-stop shop where customers can find total solutions.

### Superior Manufacturing Capability

In contract manufacturing, we add value by blending materials according to our customers' formulation and specific requirements. With our proven track record with several multinationals, customers can confidently outsource to us their noncore production activities so that they can focus on what they do best - making their business grow.

### Extensive Global Network

Our extensive network in Singapore, Malaysia, Indonesia, Thailand, Philippines, Vietnam, Myanmar, China, India, Middle East, Australia and the UK enables us to serve our customers globally.

Our direct presence in these markets offers a premium service level and minimized operating cost for our customers. Our integrated network also allows for crossborder exchange of market information and enables us to connect our suppliers to their desired markets.

### Strong Customer Base

Over the years we have developed a strong and diversified customer base comprising largely multi-nationals companies spreading across a wide range of industries. This is a testimony of their confidence in us and of our ability to deliver long-term value to them.

### Outstanding Product Portfolio

We carry a wide range of products which provides a one-stop shop and enables us to be a key supplier to our customers.

### Quality Supply Source

Our suppliers have proven track records in quality, consistency, competitive pricing and supply reliability.

A strong presence in Asia has helped several of our principal suppliers to penetrate key markets, which led to our appointment as their sole distributor and business partner.

### Efficient Supply Chain Solutions

Our warehousing facilities stock different classes and grades of specialty chemicals. Coupled with an efficient logistics support and just-in-time inventory controls, we are able to help customers improve their inventory planning and reduction of inventory costs.

## Sophisticated IT Infrastructure

Megachem invests heavily in a worldclass IT infrastructure including mySAP Business Suite software. This enhances our service efficiency as well as provides seamless information exchange which gives us a competitive advantage over our competitors.

## YOUR COMPETITIVE ADVANTAGES

### As our Customers

#### Competitive Product Pricing

Megachem can act as a single source supplier of a full suite of products, offering you increased product cost effectiveness. Through product bundling, overall product cost and freight cost can be reduced for our customers.

#### Process and Operational Cost Efficiency

Instead of having a big procurement team inquiring with several suppliers, negotiating prices, terms and conditions with each of them, you can rely on us as one single point of contact. By consolidating your chemical materials requirements and outsourcing to us, it enables you to focus your time and effort on your core activities. We can source and order your products for you, store them in close proximity to your production locations and deliver them not before or after they are needed; instead, they arrive "just-in-time" as they are needed, effectively reducing operational costs such as warehousing and inventory obsolescence.

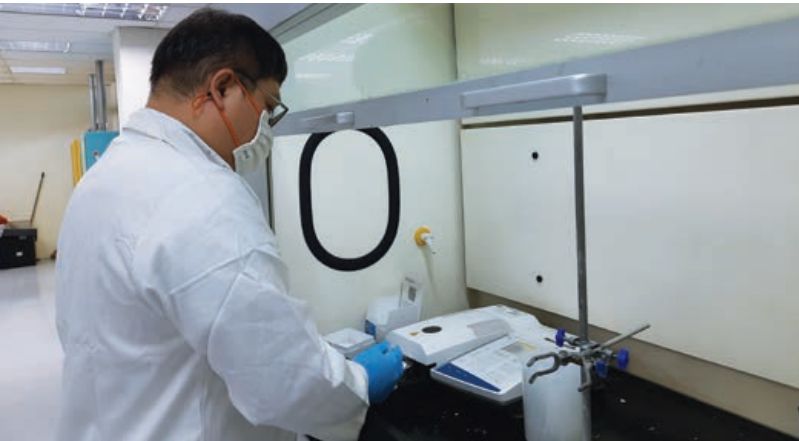
#### Product Options

Megachem has global sourcing network around the world with the ability to source for quality products at economical cost. We are able to offer various alternatives for your chemical raw material requirements by offering wider choices in terms of product quality and pricing.

#### Optimum Service Level

Megachem partners many multi-nationals companies, serving them as a global supplier. For these companies our Key Accounts Managers provide impeccable level of personalised services and offer customised solutions.





### **Adding Value Through Contract Manufacturing**

Megachem adds further value to your business by providing contract manufacturing services. We can source the raw materials for you, store them in our warehouse, produce the finished products according to your formulations, pack them according to your requirements and deliver them directly to you or your customers. By engaging us as your contract manufacturer, your non-core production is outsourced to us and in so doing reduces your capital expenditure, production and other related costs.

Outsourcing your non-core productions to us also enables you to penetrate key markets in Asia without investing heavily in capital expenditure.

### **As our Suppliers**

#### **Your Partner in Growing your Markets**

As a supplier to us, we add value to you by bringing your products to your desired markets. We do so by leveraging on our extensive network around the world, especially in Asia where there is a tremendous potential for growth. Supported by an efficient logistical infrastructure and our in-depth market knowledge, we can assist you in developing your markets bigger and faster.

#### **Streamlining your Distribution Channels**

Acting as your distributor, you can outsource smaller customer accounts to us, enabling you to channel your resources towards the bigger customers thus streamlining your distributions channels, operations and reducing your operational cost

### **Reducing your Inventory Cost**

By appointing us as your distributor, you will be able to reduce your inventory holding cost. Our robust inventory management system and strong supply chain infrastructure will ensure sufficient level of stocks to meet customers' demand within shortest possible delivery time.

### **Market Information Sharing**

We view our suppliers as important business partners. As such, we have open channels of sharing and communication of market knowledge and information to keep our suppliers abreast of market developments.

## DEFINING MEGACHEM

Supporting Megachem's key success factors is the invigorating deep culture – one that bonds the spirit of our people together with common values, easily recognizable in the conduct of our business where:

We constantly **DIFFERENTIATE** ourselves to stay ahead of competition

We are **ENERGIZED** towards realizing our vision in everything that we do

We constantly pursue better ways to **ENGAGE** with our business partners to achieve mutually beneficial relationship

Our people are committed to **EXECUTE** and deliver quality results

Because we truly believe in our **PASSION** to better serve and deliver our best

We are a **PERFORMANCE-DRIVEN** organization

We embrace **CHANGE** to stay relevant.

# BOARD OF DIRECTORS



## Mr Lee Bon Leong, JP, PBM, BBM, Age 74

*Independent and Non-executive Chairman*

**Date of first appointment as a Director**  
5 September 2003

**Date of last re-election as Director**  
15 April 2019

**Length of service as a director**  
17 years and 6 months

**Country of principal residence**  
Singapore

**Board's comments on the appointment**  
The re-election of Mr Lee Bon Leong as Independent Director was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Lee Bon Leong's contributions, performance, expertise and past experiences.

**Board committee memberships**  
Chairman of Nominating Committee  
Member of Audit Committee  
Member of Remuneration Committee

**Academic and professional qualifications**  
Masters of Law from the National University of Singapore  
Bachelor of Law (Hons) from the National University of Singapore

**Working experience and occupations for the past 10 years and principal commitments**

**Working experience and occupation during last 10 years**  
Practising lawyer, senior partner of Lee Bon Leong & Co.

**Principal Commitments (other than directorships)**

**Present**  
Chairman of the Home Detention Advisory Committee  
Chairman of the Board of Visitors for SCDF & SPF Detention Barracks (DB)

**Past**  
Practising lawyer and consultant to Lee Bon Leong & Co  
Member of the Panel for the Disciplinary Committee of Enquiry Public Service Commission  
Vice-Chairman and Trustee of the Inmates' Families Support Fund  
Member of the Singapore Board of Visiting Justices  
Member of the Institutional Discipline Advisory/Review Committee (IDAC/IDRC)

**Directorships (Present and Past 5 years)**  
**Present other than Megachem Limited**

Listed  
Asia Enterprises Holding Ltd

Non-listed  
D S Lee Foundation  
Kien Lee Investment Pte Ltd  
King Tower Investment Pte Ltd  
Li Lee Investment Pte Ltd  
Rectron Investments Pte Ltd  
Sing Hup Leong Investment Pte Ltd  
Solid Gold Pte Ltd

**Past 5 years, listed and non-listed**  
Listed  
AnnAik Limited

**Shareholdings (direct and deemed) in the Company (as at 21 January 2021)**  
100,000

**Familial relationship with any director and/or substantial shareholder of the Company or of any of its principal subsidiaries**  
Nil

**Conflict of interest (including any competing business)**  
Nil

Mr Lee Bon Leong who is seeking re-election at the annual general meeting, had responded negative to items (a) to (k) listed in the Appendix 7F of the Catalyst Rules.

# BOARD OF DIRECTORS



## Mr Sidney Chew Choon Tee, Age 60

*Managing Director*

### **Date of first appointment as a Director**

28 April 1989

### **Date of last re-election as Director**

15 April 2019

### **Length of service as a director**

31 years and 10 months

### **Country of principal residence**

Singapore

### **Board's comments on the appointment**

Not applicable, Mr Sidney Chew Choon Tee is not subject to re-election.

### **Board committee memberships**

Chairman of Executive Committee  
Member of Nominating Committee

### **Academic and professional qualifications**

Bachelor of Science in Chemistry (Hons)  
Bachelor of Arts, majoring in Business Administration

### **Working experience and occupations for the past 10 years and principal commitments**

#### **Working experience and occupation during last 10 years**

Executive Director of Megachem Limited

#### **Principal Commitments (other than directorships)**

#### **Present and Past**

Nil

#### **Directorships (Present and Past 5 years)**

##### **Present other than Megachem Limited**

###### Listed

Megachem (Thailand) PCL

###### Non-listed

Megachem Manufacturing Pte Ltd

Megachem Raya Pte Ltd

Megachem (Shanghai) Pte Ltd

C.N. Chemicals Sdn. Bhd.

P.T. Mega Kemiraya

Megachem Plus Limited

Megachem Phils., Inc

Megachem International Trading (Shanghai) Co., Ltd

Megachem (UK) Ltd

Megachem Middle East FZE

Megachem Vietnam Company Limited

Megachem Specialty Chemicals (I) Private Limited

MG Chemicals (Australia) Pty Ltd

##### **Past 5 years, listed and non-listed**

Nil

### **Shareholdings (direct and deemed) in the Company (as at 10 March 2021)**

47, 168, 912

### **Familial relationship with any director and/or substantial shareholder of the Company or of any of its principal subsidiaries**

Nil

### **Conflict of interest (including any competing business)**

Nil

By virtue of section 7 of the Companies Act, Chapter 50, Mr Sidney Chew Choon Tee, who by virtue of his interest of not less than 20% shareholding interest in the Company, is deemed to have an interest in the shares held by the Company in all the related corporations of the Company.



**Mr Jeffrey Tan Bock Chia,  
Age 64**

*Executive Director*

**Date of first appointment as a Director**  
12 September 1988

**Date of last re-election as Director**  
25 June 2020

**Length of service as a director**  
32 years and 6 months

**Country of principal residence**  
Singapore

**Board's comments on the appointment**  
Not applicable, Mr Jeffrey Tan Bock Chia is not subject to re-election.

**Board committee memberships**  
Member of Executive Committee

**Academic and professional qualifications**

The Singapore-Cambridge General Certificate of Education Advanced Level (GCE A-Level)

**Working experience and occupations for the past 10 years and principal commitments**

**Working experience and occupation during last 10 years**

Executive Director of Megachem Limited

**Principal Commitments (other than directorships)**

**Present**

Honorary Council Member of the Singapore-China Business Association

Member of the School Advisory Committee of River Valley High School

**Past**

Nil

**Directorships (Present and Past 5 years)**

**Present other than Megachem Limited**

Listed

Megachem (Thailand) PCL

Non-listed

MMegachem Manufacturing Pte Ltd

Megachem Raya Pte Ltd

Megachem (Shanghai) Pte Ltd

C.N. Chemicals Sdn. Bhd.

P.T. Mega Kemiraya

Megachem Plus Limited

Megachem Phils., Inc

Megachem International Trading (Shanghai) Co., Ltd

Megachem (UK) Ltd

Megachem Middle East FZE

Megachem Vietnam Company Limited

Megachem Specialty Chemicals (I) Private Limited

MG Chemicals (Australia) Pty Ltd

**Past 5 years, listed and non-listed**

Nil

**Shareholdings (direct and deemed) in the Company (as at 10 March 2021)**

25, 435, 083

**Familial relationship with any director and/or substantial shareholder of the Company or of any of its principal subsidiaries**

Nil

**Conflict of interest (including any competing business)**

Nil

# BOARD OF DIRECTORS



## Mr Chan Kam Loon, Aged 60

*Independent Director*

**Date of first appointment as a Director**  
28 September 2007

**Date of last re-election as Director**  
25 June 2020

**Length of service as a director**  
13 years and 5 months

**Country of principal residence**  
Singapore

**Board's comments on the appointment**  
The re-election of Mr Chan Kam Loon as Independent Director was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Chan Kam Loon's contributions, performance, expertise and past experiences.

**Board committee memberships**  
Chairman of Audit Committee  
Member of Nominating Committee  
Member of Remuneration Committee

**Academic and professional qualifications**  
Bachelor of Accountancy (Hons) from the London School of Economics  
Member of the Institute of Chartered Accountants in England and Wales

**Working experience and occupations for the past 10 years and principal commitments**

**Working experience and occupation during last 10 years**  
Nil

**Principal Commitments (other than directorships)**

**Present and Past**  
Nil

**Directorships (Present and Past 5 years)**  
**Present other than Megachem Limited**

Listed  
Jiutian Chemical Group Limited  
Uni-Asia Group Limited

Non-listed  
Nil

**Past 5 years**

Listed  
OIO Holdings Limited (formerly known as DFL Holdings Limited)  
Hupsteel Limited  
Sarine Technologies Limited

Non-listed  
3 Peaks Capital Private Limited

**Shareholdings (direct and deemed) in the Company (as at 21 January 2021)**  
Nil

**Familial relationship with any director and/or substantial shareholder of the Company or of any of its principal subsidiaries**  
Nil

**Conflict of interest (including any competing business)**  
Nil

Mr Chan Kam Loon, who is seeking re-election at the annual general meeting, had responded negative to items (a) to (k) listed in the Appendix 7F of the Catalist Rules.



### **Dr Tay Kin Bee, Age 66**

*Independent Director*

#### **Date of first appointment as a Director**

1 July 2013

#### **Date of last re-election as Director**

20 April 2018

#### **Length of service as a director**

7 years and 7 months

#### **Country of principal residence**

Singapore

#### **Board's comments on the appointment**

The re-election of Dr Tay Kin Bee as Independent Director was recommended by the Nominating Committee and approved by the Board, after taking into consideration Dr Tay Kin Bee's contributions, performance, expertise and past experiences.

#### **Board committee memberships**

Chairman of Remuneration Committee  
Member of Audit Committee

#### **Academic and professional qualifications**

Doctor of Business Administration degree  
Master's Degree in Accounting and Finance  
Bachelor's Degree in Mechanical Engineering (1st Class Hons)  
SMU-SID Executive Diploma in Directorship

#### **Working experience and occupations for the past 10 years and principal commitments**

##### ***Working experience and occupation during last 10 years***

Managing Director and CEO of a specialty chemical distribution company

##### ***Principal Commitments (other than directorships)***

##### ***Present***

Executive Director of a private equity asset management company.

##### ***Past***

Managing Director and CEO of a specialty chemical distribution company  
Chairman of the Singapore Chemical Industry Council  
Deputy Chairman of the Chemical Standards Committee (Singapore Standards Council)  
Governing Board Member of the Workplace, Safety and Health Institute  
Taskforce Chairman for Globally Harmonized System of Classification and Labelling of Chemicals (Ministry of Manpower)

#### **Directorships (Present and Past 5 years)**

##### ***Present other than Megachem Limited***

##### Listed

Nil

##### Non-listed

DCM Asia Pte Ltd  
Riverside Asia Partners Pte Ltd  
Riverside Asia Pacific Fund II Pte Ltd  
SPCI Pte Ltd

##### ***Past 5 years, listed and non-listed***

Nil

#### **Shareholdings (direct and deemed) in the Company (as at 21 January 2021)**

Nil

#### **Familial relationship with any director and/or substantial shareholder of the Company or of any of its principal subsidiaries**

Nil

#### **Conflict of interest (including any competing business)**

Nil

Dr Tay Kin Bee, who is seeking re-election at the annual general meeting, had responded negative to items (a) to (k) listed in the Appendix 7F of the Catalyst Rules.

# BOARD OF DIRECTORS



## Mr Yasutaka Kawamura, Age 50

*Non-Executive and Non-Independent Director*

### Date of first appointment as a Director

1 July 2020

### Date of last re-election as Director

-

### Length of service as a director

0 year 9 month

### Country of principal residence

Japan

### Board's comments on the appointment

The re-election of Mr Yasutaka Kawamura as Non-Executive and Non-Independent Director was recommended by the Nominating Committee and approved by the Board, after taking into consideration Mr Yasutaka Kawamura's contributions, performance, expertise and past experiences.

### Board committee memberships

Nil

### Academic and professional qualifications

Master of Business Administration  
Bachelor of Economics

### Working experience and occupations for the past 10 years and principal commitments

#### *Working experience and occupation during last 10 years*

Vice President of Chori (China) Co., Ltd  
Department Manager of Corporate Planning division in Chori Co., Ltd.

#### *Principal Commitments (other than directorships)*

##### ***Present***

Department Manager of Corporate Planning division in Chori Co., Ltd with experiences in corporate actions, accounting, financing, credit and legal matters

##### ***Past***

Key positions in finance, accounting and corporate planning within Chori Co.,Ltd

### Directorships (Present and Past 5 years)

#### ***Present other than Megachem Limited***

##### Listed

Nil

##### Non-listed

Chori (Shanghai) Ltd  
Chori (China) Co., Ltd  
Chori (Dalian) Trading Co., Ltd  
Chori (Dalian) Commercial Import Export Co., Ltd

#### ***Past 5 years, listed and non-listed***

##### Listed

Nil

##### Non-listed

Chori America, Inc  
Chori Commercial De Mexico SA De CV  
P.T. Chori Indonesia  
Chori Europe GmbH  
Chori Co., (Hong Kong) Ltd  
Chori (Tianjin) Co., Ltd  
Chori Korea Co., Ltd  
Chori Trading India Private Limited

### Shareholdings (direct and deemed) in the Company (as at 21 January 2021)

Nil

### Familial relationship with any director and/or substantial shareholder of the Company or of any of its principal subsidiaries

An employee and nominee of Chori Co., Ltd, a 29.99% shareholder of Megachem Limited

### Conflict of interest (including any competing business)

Nil

Mr Yasutaka Kawamura, who is seeking re-election at the annual general meeting, had responded negative to items (a) to (k) listed in the Appendix 7F of the Catalyst Rules.



# SENIOR MANAGEMENT



**MR FRANCIS YAU THIAM HWA**

*Chief Financial Officer*

Mr Francis Yau joined Megachem in 2000 as the General Manager of Megachem (Shanghai) Pte Ltd and Megachem International Trading (Shanghai) Co. Ltd prior to his appointment as the Group's Financial Controller in 2001. He was promoted to the position of Chief Financial Officer on 1 January 2007. Mr Yau takes responsibility for all financial matters including financial and treasury planning, financial risk management and investor relations. He had several years of corporate banking experience prior to joining Megachem. He holds a bachelor degree in Business Administration from the National University of Singapore, majoring in finance and is also a member of the Institute of Singapore Chartered Accountants. He currently serves as an independent director in two other companies listed on SGX.



**MS KWOK HWEE PENG**

*Group Finance Manager*

Ms Kwok Hwee Peng joined Megachem as Group Accountant in 2002 and was promoted to the position of Group Finance Manager in 2008. She is responsible for the Group's financial reporting and is also the Company Secretary. She has several years of experience in accounting and audit with PricewaterhouseCoopers prior to joining Megachem. She holds a Bachelor of Accountancy degree from the Nanyang Technological University and is also a member of the Institute of Singapore Chartered Accountants.

# OUR HUMAN CAPITAL

At Megachem, our people are our greatest asset hence is at the heart of everything we do. We believe in the continuous investment and development of our people to realize their full potential to help the organization achieve excellence in our business results. The People Developer accolade awarded in past years is testimony to this longstanding commitment and belief that investment in people will thrust the organization towards the pinnacle of excellence in our relationship with our partners, customers and suppliers.

In pursuit of People Excellence, we adopt a holistic approach to human capital development.

## REWARDS & BENEFITS

Megachem considers the competitive market place, relative value of each position to the Company as well as among similar jobs, performance of individual employees, qualifications and relevant work experience in deciding how much an individual is paid. The Company reviews its compensation and benefits program regularly to ensure it is on par with the market. The Company believes in providing targeted incentives and rewards to employees, consistent with their performance.

## WELFARE AND WELL-BEING

We are committed to create and sustain a working environment supportive of work life balance for all employees as they are respected partners of the business. The Company conducts various programs to foster welfare and well-being among colleagues, to improve overall health of employees and to achieve work-life harmony. In so doing, a visible team of committed, productive and motivated employees is highly energized to realize the corporate vision, mission, values and culture.

## LEARNING AND DEVELOPMENT

We place people at the core of our human resource ("HR") strategy and holds strong belief in nurturing of our employees to achieve excellent business results and attain high level of competency. The Company's HR policy is one that promotes the availability of opportunities for people to be trained on a continuing basis.

Although "People Developer", a certification awarded by Enterprise Singapore to companies which have achieved excellence in human capital development had ceased in 2020, we continued to adopt its principle and guidelines for a total approach to attracting, managing and engaging employees for high performance and aims to bring the best out of our people.

## CAREER & LEADERSHIP DEVELOPMENT

Our performance appraisal process has a development component that encourages employees to plan development that will help increase their performance and growth in their personal and professional development. In addition, to ensure a rewarding and fulfilling career at Megachem, the Company has in place a Mentorship Program where mentees are guided and coached by mentors in professional developmental and personal growth.

## HIGHER LEARNING EDUCATION SUPPORT

The Higher Learning Education ("HLE") program provides financial assistance and professional education and training ("PET") to eligible employees who choose to further their professional education to enhance their knowledge and skills. This program provides reimbursement of eligible expenses for approved Diploma/Degree/Master/PhD certification programs related to employee's current or future job responsibilities.

## STUDENTS AND GRADUATES

Megachem welcomes Interns/Attachment students to embark on an exciting learning journey with challenging assignments and projects.

Fresh graduates are strongly encouraged to apply and join the Company as Management Trainees in their first step towards building a promising career.

# OUR ACHIEVEMENT

At Megachem, we are constantly pursuing higher standards of business excellence. Our string of achievements and awards garnered over the years attest to our customer-focused corporate values and quality standards.



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

Lee Bon Leong  
(Independent and Non-Executive Chairman)  
Sidney Chew Choon Tee (Managing Director)  
Jeffrey Tan Bock Chia (Executive Director)  
Chan Kam Loon (Independent Director)  
Tay Kin Bee (Independent Director)  
Yasutaka Kawamura (Non-Executive and  
Non-Independent Director)

## AUDIT COMMITTEE

Chan Kam Loon (Chairman)  
Lee Bon Leong  
Tay Kin Bee

## REMUNERATION COMMITTEE

Tay Kin Bee (Chairman)  
Lee Bon Leong  
Chan Kam Loon

## NOMINATING COMMITTEE

Lee Bon Leong (Chairman)  
Chan Kam Loon  
Sidney Chew Choon Tee

## EXECUTIVE COMMITTEE

Sidney Chew Choon Tee (Chairman)  
Jeffrey Tan Bock Chia  
Francis Yau Thiam Hwa  
Kwok Hwee Peng

## COMPANY SECRETARY

Kwok Hwee Peng

## REGISTERED OFFICE

11 Tuas Link 1 Singapore 638588  
Tel : (65) 6933 9999  
Fax : (65) 6863 2818  
Website: [www.megachem.com](http://www.megachem.com)

## SHARE REGISTRAR AND SHARE TRANSFER OFFICE

Tricor Barbinder Share Registration Services  
(a division of Tricor Singapore Pte. Ltd.)  
80 Robinson Road #02-00  
Singapore 068898  
Tel : (65) 6236 3333

## EXTERNAL AUDITOR

RSM Chio Lim LLP  
8 Wilkie Road #03-08  
Wilkie Edge  
Singapore 228095  
Partner-in-charge: Woo E-Sah  
(with effect from financial year ended 31 December  
2017)

## INTERNAL AUDITOR

Baker Tilly Consultancy (Singapore) Pte Ltd  
600 North Bridge Road  
#05-01 Parkview Square  
Singapore 188778

## PRINCIPAL BANKERS

Citibank, N.A.  
HSBC  
Oversea-Chinese Banking Corporation Limited  
Standard Chartered Bank  
United Overseas Bank Limited

## CONTINUING SPONSOR

SAC Capital Private Limited  
1 Robinson Road  
#21-00 AIA Tower  
Singapore 048542  
Tel : (65) 6232 3210

## INVESTOR RELATIONS ADVISOR

Citigate Dewe Rogerson Singapore Pte Ltd  
105 Cecil Street  
#09-01 The Octagon  
Singapore 069534  
Tel : (65) 6534 5122  
Email : [ALLCDRSGMegachem@citigatedewerogerson.com](mailto:ALLCDRSGMegachem@citigatedewerogerson.com)

## INVESTOR RELATIONS CONTACT

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Megachem Limited  
Francis Yau  
Email : [fsyau@sg.megachem.com](mailto:fsyau@sg.megachem.com)

## INVESTOR RELATIONS WEBSITE

[www.megachem.com](http://www.megachem.com)  
[www.shareinvestor.com](http://www.shareinvestor.com)

## PERSONAL DATA PROTECTION OFFICER CONTACT

Megachem Limited  
Woo Tze Yung  
Email : [tywoo@sg.megachem.com](mailto:tywoo@sg.megachem.com)

## WHISTLE-BLOWING CONTACT

Tel: (65) 6863 9285  
Email: [auditcom@sg.megachem.com](mailto:auditcom@sg.megachem.com)

# GLOBAL OFFICE CONTACT

**MEGACHEM LIMITED  
MEGACHEM MANUFACTURING PTE LTD  
MEGACHEM RAYA PTE LTD  
MEGACHEM (SHANGHAI) PTE LTD**

11 Tuas Link 1,  
Singapore 638588  
Tel: +65 6933 9999  
Fax: +65 6863 2818  
E-mail: enquiry@sg.megachem.com  
Website: www.megachem.com

**C.N. CHEMICALS SDN. BHD.**

No. 121 Jalan SS25/2,  
Taman Mewah,  
47301 Petaling Jaya,  
Selangor Darul Ehsan, Malaysia  
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Fax: +60 3 7803 0878  
E-mail: enquiry@my.megachem.com

**P.T. MEGA KEMIRAYA**

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Jl S. Parman Kav. 77 Slipi  
Jakarta Barati, 11410 Indonesia  
Tel: +62 21 536 3189  
Fax: +62 21 535 8987  
E-mail: enquiry@id.megachem.com

**MEGACHEM (THAILAND) PCL**

25 Soi Chalongkrung 31,  
Ladkrabang Industrial Estate Soi G1/9,  
Lamplathew, Ladkrabang, Bangkok  
Thailand 10520  
Tel: +66 2 739 6333  
Fax: +66 2 739 6332  
E-mail: enquiry@megachem.com.th

**MEGACHEM PLUS LIMITED**

278/40 Moo.10 Bang Pla,  
Bang Phi, Samut Prakarn  
10540, Thailand  
Tel: + 66 (0)2 752 5145-7  
Fax: + 66 (0)2 752 5148  
E-mail: enquiry@megachem.co.th

**MEGACHEM PHILS., INC**

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City & Land Mega Plaza ADB Avenue,  
Corner Garnet Road Ortigas Center,  
Pasig City, Philippines  
Tel: +63 2 687 6086, 687 6089, 687 6097  
Fax: +63 2 687 7937  
E-mail: enquiry@ph.megachem.com

**MEGACHEM INTERNATIONAL TRADING  
(SHANGHAI) CO., LTD**

988 Dingxi Road,  
Unit 1502, Yintong Building,  
Shanghai, China 200050  
Tel: +86 21 5237 5028  
Fax: +86 21 5237 5025  
E-mail: enquirysh@cn.megachem.com

**MEGACHEM INTERNATIONAL TRADING  
(BEIJING) CO., LTD**

Room 2212, Building 7,  
First City Mingdun  
External Guangqumenwai Street,  
Dongcheng District Beijing,  
China 100022  
Tel: +86 10 8751 2969  
Fax: +86 10 8751 3382  
E-mail: enquirybj@cn.megachem.com

**MEGACHEM (UK) LTD**

Castlegate Business Park,  
Caldicot, Monmouthshire,  
NP26 5AD, United Kingdom  
Tel: +44 0 1291 422 747  
Fax: +44 0 1291 422 479  
E-mail: enquiry@uk.megachem.com

**MEGACHEM MIDDLE EAST FZE**

LIU 10 Unit AB03 South Zone,  
Jebel Ali Free Zone,  
Dubai, United Arab Emirates  
Tel: +971 4 866 5458, 286 6143  
Fax: + 971 4 285 1615  
E-mail: enquiry@uae.megachem.com

**MEGACHEM VIETNAM COMPANY  
LIMITED**

Unit 703, 7th Floor  
45 Dinh Tien Hoang Street,  
Ben Nghe Ward District 1,  
Ho Chi Minh City, Vietnam  
Tel: +84 28 3910 6638  
Fax: +84 28 3910 6636  
E-mail: enquiry@vn.megachem.com

**MEGACHEM SPECIALTY CHEMICALS (I)  
PRIVATE LIMITED**

Fairmount, 702 & 703, Plot no 4 and 6, Sanpada,  
Sector 17,  
Navi Mumbai, Maharashtra 400705, India  
Tel: +91 22 4026 0957, 4026 0958  
Fax: +91 22 4026 0907  
E-mail: info@in.megachem.com

**MG CHEMICALS (AUSTRALIA) PTY LTD**

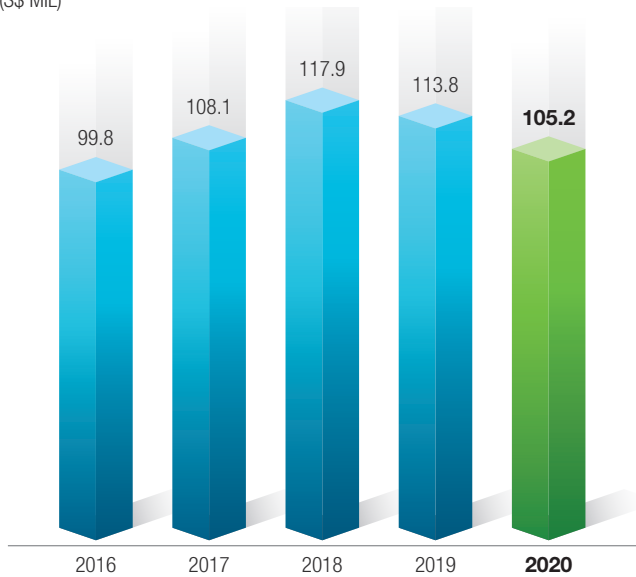
Suite 8, 12 Pascoe Vale Road  
Moonee Ponds  
Victoria Australia 3039  
Tel: +61 03 9326 2882  
Fax: +61 03 9375 7886  
E-mail: enquiry@au.megachem.com

**MEGACHEM (MYANMAR) LIMITED**

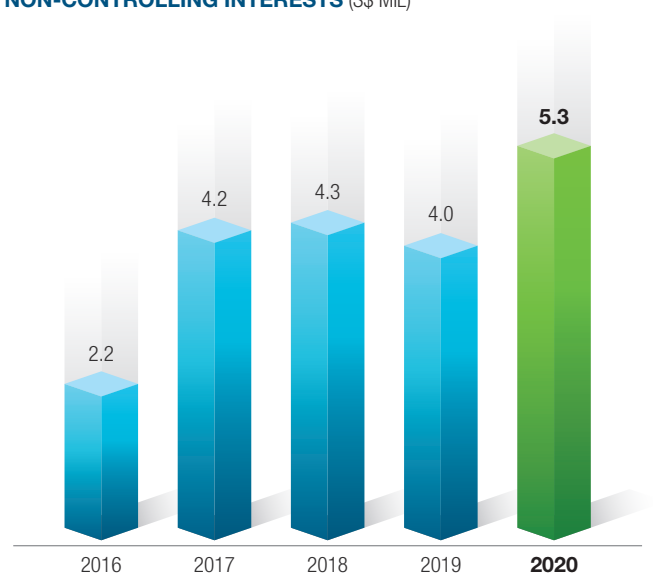
No.302(B), Set Hmu 1st Road,  
Set Hmu Zone 1,  
Shwe Pyi Thar Township, Yangon  
Tel : + 951 860 4030  
E-mail: teresa@megachemyanmar.com

# FINANCIAL HIGHLIGHTS

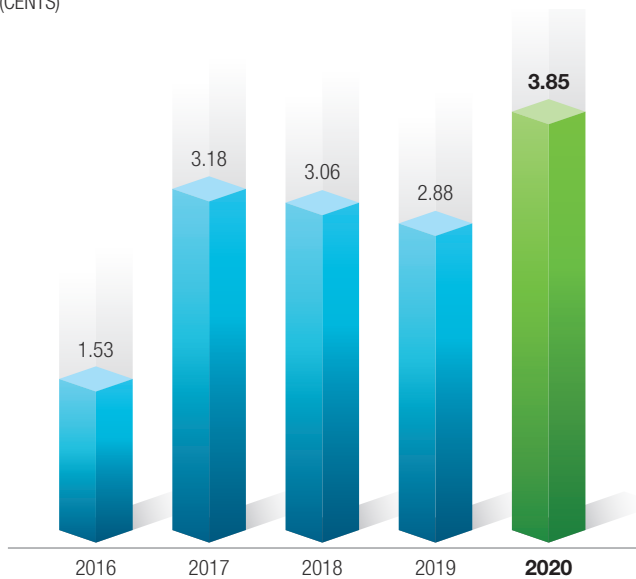
**SALES**  
(S\$'MIL)



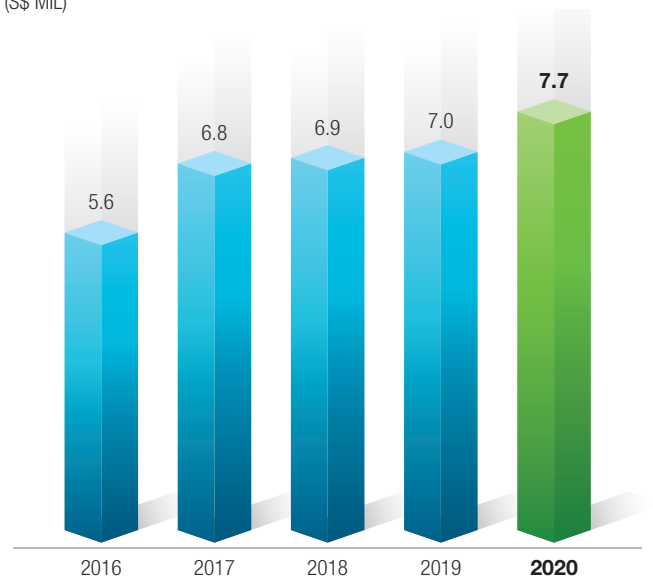
**NET PROFIT AFTER TAX & BEFORE  
NON-CONTROLLING INTERESTS** (S\$'MIL)



**EPS**  
(CENTS)



**EBITDA**  
(S\$'MIL)



<b>INCOME STATEMENT</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
Sales (S\$'mil)	99.8	108.1	117.9	113.8	<b>105.2</b>
Sales Growth (%)	-9.8%	8.4%	9.0%	-3.5%	<b>-7.5%</b>
Profit After Tax (S\$'mil)	2.2	4.2	4.3	4.0	<b>5.3</b>
Profit After Tax Growth (%)	-32.1%	88.1%	1.9%	-6.8%	<b>32.0%</b>
Profit After Tax Margin (%)	2.2%	3.9%	3.6%	3.5%	<b>5.0%</b>
EBITDA (S\$'mil)	5.6	6.8	6.9	7.0	<b>7.7</b>
EPS (cents)	1.53	3.18	3.06	2.88	<b>3.85</b>
Weighted Average Number of Ordinary Shares (mil)	133.3	133.3	133.3	133.3	<b>133.3</b>
ROE (%)	4.9%	9.5%	8.7%	7.7%	<b>9.8%</b>
<b>HALF-YEAR BREAKDOWN</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
Sales for first half (S\$'mil)	51.3	51.4	59.0	55.8	<b>52.0</b>
% Growth 1H vs 1H	-10.9%	0.2%	14.8%	-5.5%	<b>-6.7%</b>
Sales for second half (S\$'mil)	48.5	56.7	58.9	58.0	<b>53.2</b>
% Growth 2H vs 2H	-8.5%	17.0%	3.8%	-1.4%	<b>-8.3%</b>
Profit After Tax for first half (S\$'mil)	0.9	2.2	2.4	2.0	<b>2.8</b>
% Growth 1H vs 1H	-38.3%	139.1%	8.9%	-16.0%	<b>39.9%</b>
Profit After Tax for second half (S\$'mil)	1.3	2.0	1.9	2.0	<b>2.4</b>
% Growth 2H vs 2H	-26.9%	52.3%	-6.0%	4.9%	<b>24.0%</b>
<b>FINANCIAL POSITION</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
Total Assets (S\$'mil)	73.2	79.9	81.7	86.2	<b>91.3</b>
Shareholders Equity (S\$'mil)	42.0	44.6	47.2	49.6	<b>52.4</b>
Net Asset/Share (cents)	31.50	33.47	35.38	37.24	<b>39.33</b>
Borrowings (S\$'mil)	15.3	16.7	19.5	18.4	<b>19.3</b>
Gearing ratio (times)	0.36	0.37	0.41	0.37	<b>0.37</b>
Cash (S\$'mil)	11.6	9.3	12.2	14.9	<b>16.2</b>
Current ratio (times)	2.30	2.06	2.13	2.18	<b>2.19</b>
<b>DIVIDEND</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
Net Dividend/Share (cents)	1.20	1.20	1.50	1.50	<b>1.50</b>
Net Dividend Payout (%)	78.4%	37.7%	49.0%	51.9%	<b>39.0%</b>
Net Dividend Yield (%) (1)	3.0%	2.8%	4.1%	4.8%	<b>4.8%</b>

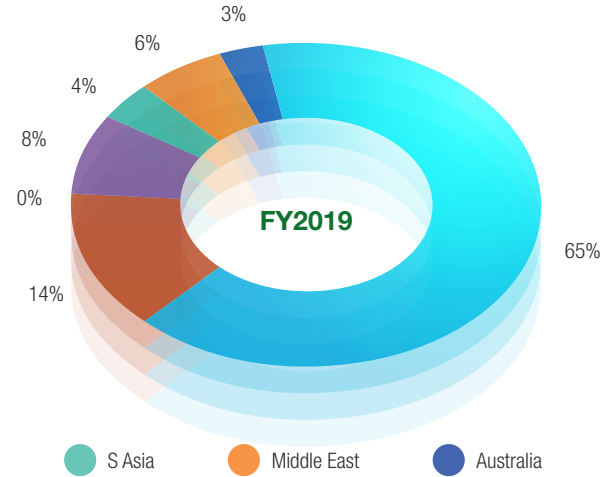
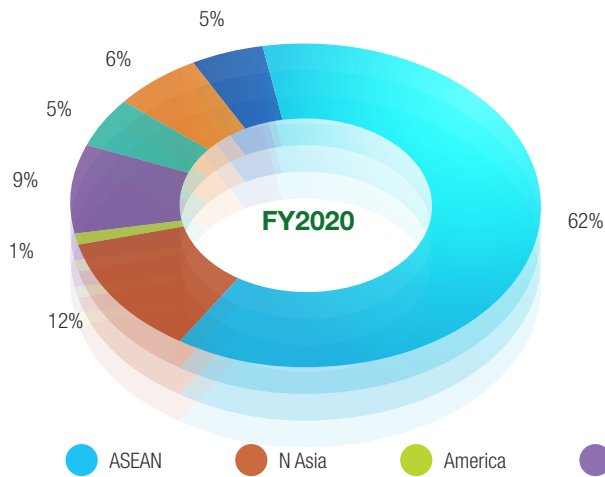
Note:

(1) Average price is the average of 31 December 2019 closing price of 30 cents/share and 31 December 2020 closing price of 33 cents/share.

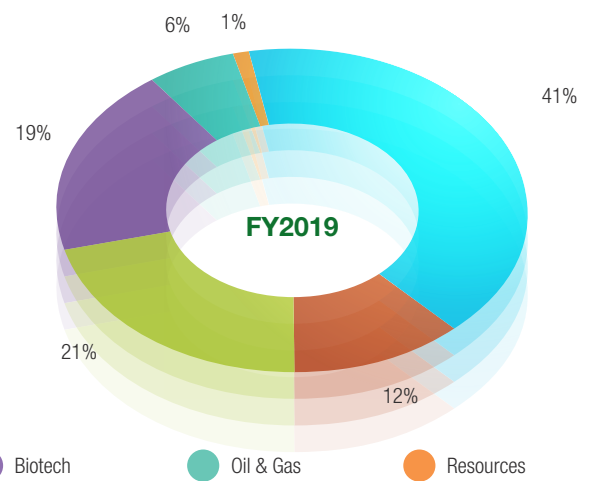
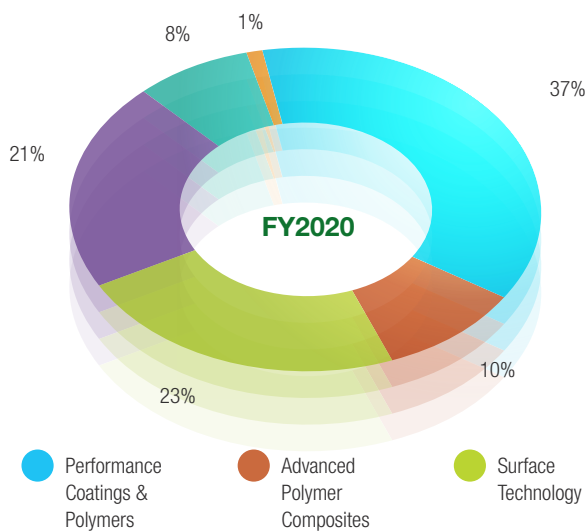
(2) Dividend Yield = Full year dividend per share/average price

# FINANCIAL HIGHLIGHTS

## GLOBAL MARKETS



## INDUSTRY COVERAGE





# OPERATING AND FINANCIAL REVIEW

## 1. PROFITABILITY ANALYSIS

### SALES

	H2 2019	H1 2020	H2 2020	Variance Fav/(Unfav)		Variance Fav/(Unfav)	
	S\$'000	S\$'000	S\$'000	H2 2020 vs H1 2020		H2 2020 vs H2 2019	
				S\$'000	%	S\$'000	%
ASEAN	37,002	33,161	<b>32,352</b>	(809)	(2.4)	(4,650)	(12.6)
North Asia	8,757	5,655	<b>7,107</b>	1,452	25.7	(1,650)	(18.8)
Europe	4,427	5,044	<b>4,534</b>	(510)	(10.1)	107	2.4
Middle East	3,135	3,456	<b>3,030</b>	(426)	(12.3)	(105)	(3.4)
South Asia	2,255	1,993	<b>2,960</b>	967	48.5	705	31.3
Australia	2,274	2,309	<b>3,072</b>	763	33.1	798	35.1
America	145	387	<b>140</b>	(247)	(63.7)	(5)	(3.3)
Africa	12	12	<b>27</b>	15	118.6	15	122.9
<b>Total</b>	<b>58,007</b>	<b>52,017</b>	<b>53,222</b>	<b>1,205</b>	<b>2.3</b>	<b>(4,785)</b>	<b>(8.3)</b>

	FY 2019		FY 2020		Variance Fav/(Unfav)	
	S\$'000	%	S\$'000	%	S\$'000	%
ASEAN	73,563	64.7	<b>65,513</b>	<b>62.3</b>	(8,050)	(10.9)
North Asia	15,552	13.7	<b>12,762</b>	<b>12.1</b>	(2,790)	(17.9)
Europe	9,323	8.2	<b>9,578</b>	<b>9.1</b>	255	2.7
Middle East	6,502	5.7	<b>6,486</b>	<b>6.2</b>	(16)	(0.2)
Australia	4,044	3.5	<b>5,381</b>	<b>5.1</b>	1,337	33.1
South Asia	4,535	4	<b>4,953</b>	<b>4.7</b>	418	9.2
America	252	0.2	<b>527</b>	<b>0.5</b>	275	109.6
Africa	14	-	<b>39</b>	<b>-</b>	25	177.2
<b>Total</b>	<b>113,785</b>	<b>100.0</b>	<b>105,239</b>	<b>100.0</b>	<b>(8,546)</b>	<b>(7.5)</b>

# OPERATING AND FINANCIAL REVIEW

## COVID-19 IMPACT: YEAR 2020

2020 was an unprecedented year marked by COVID-19 pandemic. Globally countries introduced lockdowns and implemented border closures, leading to supply disruption and collapse in demand for certain goods and services. The world sank into a severe economic recession.

Chemicals are used in a wide array of industries such as automotive, coatings, construction and electronics. The chemical industry is inextricably linked to global economic activities. The adverse impact of the COVID pandemic on the chemical industry was therefore inevitable.

Even though chemical industry is considered essential industry, lockdown on non-essential industries and supply disruption for a large part of 2020 hampered our business across all our markets.

The COVID-19 impact on our business has to some extent been mitigated by our diversified market segments. While sales to construction, coatings and metal finishing sectors were affected, other segments such as the electronics and healthcare sectors benefited from increase in demand for computers, semiconductors and cleaning products.

Consequently our sales fell by 7.5% and our net profit before tax (excluding grant income) was marginally lower by 3.4% whereas our net profit after tax (excluding grant income) was higher by 3.9% year-on-year.

## GEOGRAPHIC SEGMENT SALES ANALYSIS

### H2 2020 vs H1 2020

Sales to North Asia and South Asia markets rebounded strongly by S\$1.5 million or 25.7% and S\$1.0 million or 48.5% respectively in the second half of 2020 ("H2 2020") over the first half of 2020 ("H1 2020").

On the back of a wider customer base, sales to Australia market increased by S\$0.8 million or 33.1% as compared to H1 2020.

On the other hand, sales to Europe and Middle East markets decreased by S\$0.5 million or 10.1% and S\$0.4 million or 12.3% respectively after an increase in H1 2020 while sales to ASEAN recorded a consecutive fall in H2 2020 by S\$0.8 million or 2.4%.

This resulted in an overall increase of S\$1.2 million or 2.3% in total sales to S\$53.2 million in H2 2020.

### H2 2020 vs H2 2019

As compared to H2 2019, total sales decreased by S\$4.8 million or 8.3% and this was mainly due to lower sales to ASEAN and North Asia which fell by S\$4.7 million or 12.6% and S\$1.7 million or 18.8% respectively. Sales to Middle East was lower by a small magnitude of S\$0.1 million.

The fall was partly cushioned by higher sales to Australia and South Asia markets of S\$0.8 million or 35.1% and S\$0.7 million or 31.3% respectively. Sales to Europe was marginally higher by S\$0.1 million.

### FY 2020 vs FY 2019

Sales for the full year of 2020 ("FY 2020") decreased by S\$8.5 million or 7.5% to S\$105.2 million as compared to full year of 2019 ("FY 2019").

The decline arose mainly from ASEAN and North Asia markets, which fell by S\$8.1 million or 10.9% and S\$2.8 million or 17.9% respectively.

While sales to Middle East market was flat, the other markets bucked the trend led by Australia which registered an increase in sales of S\$1.3 million or 33.1%. Sales to Europe, South Asia and America markets recorded growth in the range of S\$0.3 million to S\$0.4 million.

## BUSINESS ACTIVITY SEGMENT SALES BREAKDOWN

	H2 2019 S\$'000	H1 2020 S\$'000	H2 2020 S\$'000	Variance Fav/(Unfav) H2 2020 vs H1 2020		Variance Fav/(Unfav) H2 2020 vs H2 2019	
				S\$'000	%	S\$'000	%
Distribution activity	55,935	50,454	<b>51,314</b>	860	1.7	(4,621)	(8.3)
Manufacturing activity	2,072	1,563	<b>1,908</b>	345	22.0	(164)	(7.9)
<b>Total Sales</b>	58,007	52,017	<b>53,222</b>	1,205	2.3	(4,785)	(8.3)

	FY 2019 S\$'000	FY 2020 S\$'000	Variance Fav/(Unfav)	
			S\$'000	%
Distribution activity	110,038	<b>101,768</b>	(8,270)	(7.5)
Manufacturing activity	3,747	<b>3,471</b>	(276)	(7.4)
<b>Total Sales</b>	113,785	<b>105,239</b>	(8,546)	(7.5)

### H2 2020 vs H1 2020 H2 2020 vs H2 2019

Sales from both segments recovered in H2 2020 as compared to H1 2020 but were lower vis-à-vis H2 2019.

Sales from distribution segment increased marginally by S\$0.9 million or 1.7% in H2 2020 over H1 2020 but decreased by S\$4.6 million or 8.3% as compared to H2 2019.

Sales from the contract manufacturing segment increased by S\$0.3 million or 22.0% in H2 2020 over H1 2020 but decreased by S\$0.2 million or 7.9% vis-à-vis H2 2019.

### FY 2020 vs FY 2019

Year-on-year, sales from distribution segment decreased by S\$8.3 million or 7.5% while sales from manufacturing segment declined by S\$0.3 million or 7.4%.

## GROSS PROFIT

### H2 2020 vs H1 2020

Gross profit margin for H2 2020 (25.0%) was relatively unchanged as compared to H1 2020 (25.4%) and gross profit increased marginally by S\$0.1 million or 0.8% because of higher sales achieved in H2 2020 vis-à-vis H1 2020.

### H2 2020 vs H2 2019

Although gross profit margin for H2 2020 increased by 0.7%-point as compared to H2 2019, gross profit decreased by S\$0.8 million or 5.7% as a result of lower sales achieved in H2 2020 vis-à-vis H2 2019.

### FY 2020 vs FY 2019

Gross profit margin in most countries were higher in FY 2020. However, we also recorded higher inventory write down of S\$891,000 in the current year as compared to S\$402,000 last year. As such, gross profit margin for FY 2020 (25.2%) was relatively unchanged as compared to FY 2019 (24.8%). Coupled with lower sales in FY 2020, gross profit decreased by S\$1.7 million or 5.9% vis-à-vis FY 2019.

# OPERATING AND FINANCIAL REVIEW

## OTHER INCOME

	H2 2019	H1 2020	H2 2020	Variance Fav/(Unfav)		Variance Fav/(Unfav)	
	S\$'000	S\$'000	S\$'000	H2 2020 vs H1 2020		H2 2020 vs H2 2019	
				S\$'000	%	S\$'000	%
Bad debt recovered	278	100	<b>265</b>	165	165.5	(13)	(4.8)
Change in fair value of financial assets at fair value through profit or loss							
- forward foreign exchange contracts	(23)	28	<b>(23)</b>	(51)	(184.5)	-	-
- listed equity security	-	27	<b>100</b>	73	263.6	100	NM
Grant income	-	635	<b>522</b>	(113)	(17.8)	522	NM
Gain on disposal of plant and equipment	2	17	<b>3</b>	(14)	(82.2)	1	82.2
Interest income	96	96	<b>95</b>	(1)	(1.1)	(1)	(0.9)
Net foreign exchange gain	-	134	<b>(82)</b>	(216)	(161.1)	(82)	NM

	FY 2019	FY 2020	Variance Fav/(Unfav)	
	S\$'000	S\$'000	S\$'000	%
Bad debt recovered	352	<b>364</b>	12	3.5
Change in fair value of financial assets at fair value through profit or loss				
- listed equity security	-	<b>128</b>	128	NM
Grant income	17	<b>1,158</b>	1,141	NM
Gain on disposal of plant and equipment	7	<b>20</b>	13	214.9
Interest income	184	<b>192</b>	8	3.9
Net foreign exchange gain	-	<b>52</b>	52	NM

NM : not meaningful

### H2 2020 vs H1 2020

Other income in H2 2020 decreased by S\$163,000 or 15.5% mainly due to lower grant income recorded of S\$113,000 and the reduction in net foreign exchange gain and fair value gain from forward contracts totalled S\$105,000 in H2 2020 from the total gains of S\$162,000 recorded in H1 2020.

The decrease was partly offset by higher bad debt recovered of S\$165,000 and higher fair value gain from listed equity security of S\$73,000.

### H2 2020 vs H2 2019

As compared to H2 2019, other income increased by S\$0.5 million or 144.7%. This was mainly due to higher grant income of S\$0.5 million and fair value gain from listed equity security of S\$100,000 (as opposed to fair value loss from listed equity of S\$118,000 in H2 2019).

The increase was partly offset by reduction in net foreign exchange gain of S\$82,000 in H2 2020 (as opposed to net foreign exchange loss of S\$83,000 in H2 2019).

## FY 2020 vs FY 2019

Year-on-year, other income increased by S\$1.4 million or more than tripled the amount for FY 2019. This was due to higher grant income of S\$1.1 million, fair value gain from listed equity security of S\$128,000 (as opposed to fair value loss from listed equity of S\$118,000 in FY 2019) and net foreign exchange gain of S\$52,000 (as opposed to net foreign exchange loss of S\$106,000 in FY 2019).

## OPERATING EXPENSES

	H2 2019 S\$'000	H1 2020 S\$'000	H2 2020 S\$'000	Variance Fav/(Unfav) H2 2020 vs H1 2020		Variance Fav/(Unfav) H2 2020 vs H2 2019	
				S\$'000	%	S\$'000	%
Advertising and entertainment	132	70	<b>65</b>	5	7.0	67	50.5
Change in fair value of financial assets at fair value through profit or loss - listed equity security	118	-	-	-	-	118	NM
Change in fair value of financial liabilities at fair value through profit or loss - forward foreign exchange contracts	37	32	<b>132</b>	(100)	(313.2)	(95)	(255.8)
Net foreign exchange loss	83	-	-	-	-	83	NM
Professional fees	414	308	<b>389</b>	(81)	(26.2)	25	6.0
Travelling and transport	465	247	<b>181</b>	66	26.4	284	61.0
Employee remuneration and related expenses	7,039	7,195	<b>7,283</b>	(88)	(1.2)	(244)	(3.5)

## H2 2020 vs H1 2020

Total operating expenses for H2 2020 increased by S\$0.5 million or 4.1% as compared to S\$11.5 million in H1 2020.

The main reasons contributing to the increase were:

- (i) higher professional fees of S\$0.1 million;
- (ii) higher staff costs of S\$0.1 million; and
- (iii) fair value loss from foreign exchange contracts of S\$0.1 million.

## H2 2020 vs H2 2019

As compared to H2 2019, the total operating expenses decreased by S\$0.3 million or 2.2%.

The main reasons for the decrease were:

- (i) absence of fair value loss from listed equity security of S\$0.1 million;
- (ii) absence of net foreign exchange loss of S\$0.1 million;
- (iii) lower travelling and transport expenses of S\$0.3 million; and
- (iv) lower advertising and entertainment expenses of S\$0.1 million.

The decrease was partly offset by an increase in staff costs of S\$0.2 million.

# OPERATING AND FINANCIAL REVIEW

## FY 2020 vs FY 2019

	FY 2019 S\$'000	FY 2020 S\$'000	Variance Fav/(Unfav)	
			S\$'000	%
Advertising and entertainment	262	<b>136</b>	126	48.1
Change in fair value of financial assets at fair value through profit or loss - listed equity security	118	-	118	NM
Change in fair value of financial liabilities at fair value through profit or loss - forward foreign exchange contracts	50	<b>164</b>	(114)	(227.1)
Net foreign exchange loss	106	-	106	NM
Travelling and transport	900	<b>428</b>	472	52.4
Employee remuneration and related expenses	14,190	<b>14,478</b>	(288)	(2.0)

Year-on-year, total operating expenses decreased by S\$0.5 million or 2.2% to S\$23.4 million.

The decrease was mainly due to:

- (i) lower travelling and transport expenses of S\$0.5 million;
- (ii) lower advertising and entertainment expenses of S\$0.1 million;
- (iii) absence of fair value loss from listed equity security of S\$0.1 million; and
- (iv) absence of net foreign exchange loss of S\$0.1 million.

The decrease was partly offset by an increase in staff costs of S\$0.3 million and higher fair value loss from forward contracts of S\$0.1 million.

## FINANCE COSTS

Finance costs comprised the following:-

	H2 2019 S\$'000	H1 2020 S\$'000	H2 2020 S\$'000	Variance Fav/(Unfav) H2 2020 vs H1 2020		Variance Fav/(Unfav) H2 2020 vs H2 2019	
				S\$'000	%	S\$'000	%
Bills payables	201	163	<b>98</b>	65	39.6	103	51.0
Bank loans	247	192	<b>121</b>	71	36.8	126	50.9
Bank overdraft	-	-	<b>10</b>	(10)	NM	(10)	NM
Leases for right-of-use assets	71	70	<b>72</b>	(2)	(1.6)	(1)	(0.7)
Total finance costs	519	425	<b>301</b>	124	29.1	218	41.9

	FY 2019 S\$'000	FY 2020 S\$'000	Variance Fav/(Unfav)	
			S\$'000	%
Bills payables	473	<b>261</b>	212	44.9
Bank loans	400	<b>313</b>	87	21.6
Bank overdraft	-	<b>10</b>	(10)	NM
Leases for right of use assets	143	<b>142</b>	1	0.9
Total finance costs	1,016	<b>726</b>	290	28.5

### H2 2020 vs H1 2020

### H2 2020 vs H2 2019

Total finance costs for H2 2020 decreased by S\$124,000 or 29.1% and S\$218,000 or 41.9% over H1 2020 and H2 2019 respectively due to lower interest rates and a marginal decrease in borrowings.

### FY 2020 vs FY 2019

For same reasons noted above, total finance costs decreased by S\$0.3 million or 28.5% year-on-year.

## SHARE OF PROFIT OF ASSOCIATED COMPANIES

### H2 2020 vs H1 2020

Our share of profits of associated companies fell by S\$0.2 million or 20.0% in H2 2020 as the demand and prices of cleaning chemicals normalized in H2 2020.

### H2 2020 vs H2 2019

Our share of profit of associated companies increased slightly by S\$0.1 million or 11.6% as compared to H2 2019 as a result of better gross profit margin and lower total expenses.

### FY 2020 vs FY 2019

The increase in demand for cleaning chemicals in H1 2020 boosted the performance of one of our associated companies whose key business was the distribution of cleaning chemicals. Hence, our share of profits increased by S\$0.5 million or 43.6% as compared to FY 2019.

## PROFIT BEFORE INCOME TAX AND NET PROFIT AFTER TAX

### H2 2020 vs H1 2020

Net profit before tax and EBITDA decreased by S\$0.6 million or 17.7% and S\$0.7 million or 16.8% respectively as compared to H1 2020.

Higher total operating expenses and finance costs of S\$0.3 million, lower share of profit of associated companies of S\$0.2 million and lower other income of S\$0.2 million resulted in the decrease in profitability.

As income tax expense for H2 2020 was lower by S\$0.2 million, net profit after tax decreased by S\$0.4 million or 13.5% over H1 2020.

# OPERATING AND FINANCIAL REVIEW

Excluding grant income, net profit before tax and net profit after tax would have decreased by S\$0.5 million or 17.7% and S\$0.3 million or 12.1% respectively.

## H2 2020 vs H2 2019

Net profit before tax and net profit after tax increased by S\$0.3 million or 11.7% and S\$0.5 million or 24.0% respectively as compared to H2 2019 while EBITDA was marginally higher by S\$0.1 million or 1.9% over H2 2019.

Lower total operating and finance costs of S\$0.5 million, higher other income of S\$0.5 million and higher share of profit of associated companies of S\$0.1 million more than offset the decrease in gross profit of S\$0.8 million. A lower income tax expense was recorded in H2 2020 and the reason was explained above.

Excluding grant income, net profit before tax would have decreased by S\$0.2 million or 10.1% and net profit after tax would be relatively unchanged.

## FY 2020 vs FY 2019

Net profit before tax increased by S\$1.0 million or 19.6% as compared to FY 2019 and EBITDA was also higher by S\$0.7 million or 9.8% vis-à-vis FY 2019.

This was mainly due to higher other income of S\$1.4 million, higher share of profit of associated companies of S\$0.5 million and lower total operating and finance costs of S\$0.8 million which compensated for the lower gross profit of S\$1.7 million.

As income tax expense for FY 2020 was lower by S\$0.3 million mainly due to non-taxable grant income, net profit after tax increased by S\$1.3 million or 32.0% year-on-year.

Excluding grant income, net profit before tax would have decreased by S\$0.2 million or 3.4% and net profit after tax would have been higher by S\$0.2 million or 3.9%.

## TOTAL COMPREHENSIVE INCOME

### H2 2020 vs H1 2020 H2 2020 vs H2 2019

Translation losses of S\$0.5 million was recorded for H2 2020 as compared to translation gains of S\$0.2 million recorded for H1 2020 and H2 2019. These translation gains or losses arise from translation of foreign currency denominated asset and liabilities of subsidiaries and associated companies.

The translation gains of S\$0.2 million recorded for H1 2020 and H2 2019 were largely due to the appreciation of United States Dollar against Singapore Dollar and appreciation of Thai Baht against Singapore Dollar respectively but these positions were reversed in H2 2020 resulting in translation losses. Additional translation loss was also incurred due to the appreciation of Australian Dollar against Singapore Dollar in H2 2020.

As a result, comprehensive income for H2 2020 decreased by S\$1.0 million or 34.6% to S\$1.9 million as compared to H1 2020 and was S\$0.3 million or 11.9% lower than H2 2019.

### FY 2020 vs FY 2019

Translation losses of S\$0.3 million was recorded for FY 2020 as compared to translation gains of S\$0.3 million recorded last year.

These translation losses largely resulted from the appreciation of Australian Dollar against Singapore Dollar and the depreciation of United States Dollar against Singapore Dollar in the current year.

Hence, comprehensive income increased by S\$0.6 million or 13.6%.



## 2. BALANCE SHEET ANALYSIS

BALANCE SHEET HIGHLIGHTS	As at		Variance Fav/(Unfav)
	31 December 2019	31 December 2020	
Cash (S\$'mil)	14.9	<b>16.2</b>	1.3
Borrowings (S\$'mil)	18.4	<b>19.3</b>	(0.9)
Current ratio (times)	2.2	<b>2.2</b>	-
Gearing ratio (times)	0.37	<b>0.37</b>	-
Net assets per share attributable to equity holders of the Company (cents)	37.24	<b>39.33</b>	2.09
Inventory turnover (days)	124	<b>133</b>	(9)
Trade receivables turnover (days)	75	<b>80</b>	(5)
Trade payable turnover (days)	30	<b>34</b>	4

### PROPERTY, PLANT AND EQUIPMENT

The carrying value of property, plant and equipment increased by S\$2.4 million from S\$10.3 million as at 31 December 2019 to S\$12.7 million as at 31 December 2020. This was mainly due to capital expenditure of S\$3.2 million, out of which S\$2.8 million relate to the construction of an office/warehouse building on industrial land at Seri Alam Industrial Park, Sungai Kapar, Indah, Klang, Selangor, Malaysia, offset by depreciation charge of S\$0.9 million

### RIGHT-OF-USE ASSETS

The carrying value of right-of-use assets decreased by S\$0.1 million from S\$2.8 million as at 31 December 2019 to S\$2.7 million as at 31 December 2020 mainly due to depreciation charge of S\$0.4 million in the current year offset by S\$0.2 million new leases recognized.

### INVESTMENT IN ASSOCIATED COMPANIES

The increase in carrying value of our associated companies by S\$1.0 million or 15.2% was mainly due to positive contribution from operation for the current year of S\$1.6 million offset by translation losses of S\$0.2 million and dividend return of S\$0.4 million.

### DEFERRED TAX ASSETS

There was no significant change in the carrying value of deferred tax assets as at 31 December 2020 and 31 December 2019.

### TRADE AND OTHER RECEIVABLES

Net trade receivables increased by S\$2.0 million or 9.1% from S\$21.6 million as at 31 December 2019 to S\$23.6 million as at 31 December 2020. The increase was because of higher sales in the last 3 months of 2020 as compared to the same period last year.

Turnover days for FY 2020 increased to 80 days from 75 days in FY 2019.

On the other hand, other receivables decreased by S\$0.7 million mainly due to timing differences.

# OPERATING AND FINANCIAL REVIEW

## INVENTORIES

Inventories decreased by S\$1.0 million or 4.1% from S\$25.4 million as at 31 December 2019 to S\$24.4 million as at 31 December 2020. The decrease in inventories was in line with slower sales in the current year. Hence, inventory turnover days for FY 2020 increased to 133 days as compared to 124 days in FY 2019.

## OTHER CURRENT ASSETS

Other current assets increased by S\$0.1 million to S\$2.5 million as compared S\$2.4 million as at 31 December 2019 mainly due to S\$0.3 million higher advance payments to suppliers for inventory purchase.

## FINANCIAL ASSETS AND FINANCIAL LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

The increase in financial assets at fair value through profit or loss was mainly due to fair value gain from listed equity security of S\$128,000 in FY 2020.

The increase in financial liabilities at fair value through profit or loss was mainly due to fair value loss from forward contracts of S\$166,000 arising in FY 2020.

## TRADE AND OTHER PAYABLES

Total trade payables decreased marginally by S\$0.1 million or 1.4% from S\$6.9 million as at 31 December 2019 to S\$6.8 million at 31 December 2020 while turnover days for FY 2020 increased to 34 days from 30 days in FY 2019.

Other payables in aggregate consisting of accrued operating expenses, advance payments from customer and sundry payables increased by S\$1.5 million from S\$5.2 million as at 31 December 2019 to S\$6.7 million as at 31 December 2020. This was primarily due to higher sundry payables which include payables for construction-in-progress of S\$0.4 million.

## FINANCIAL LIABILITIES - LEASE LIABILITIES

Lease liabilities decreased by S\$0.1 million or 2.7% from S\$2.9 million as at 31 December 2019 to S\$2.8 million as at 31 December 2020 as a result of S\$0.3 million repayment in the current year offset by additional lease liabilities recognized of S\$0.2 million.

## BORROWINGS

Total borrowings increased by S\$0.9 million or 5.0% from S\$18.4 million as at 31 December 2019 to S\$19.3 million as at 31 December 2020 and this was mainly due to a long term bank loan extended under the Enterprise Financing Scheme.

Although borrowings increased, our gearing ratio remain unchanged at 0.37 as at 31 December 2020.

## NET ASSET VALUE

Net asset value per share increased from 37.24 cents as at 31 December 2019 to 39.33 cents as at 31 December 2020 primarily due to comprehensive income to equity holders of S\$4.8 million offset by dividend payment to shareholders of S\$2.0 million in the current year.

## 3. CASH FLOW

As a result of positive net profit after tax and lower inventory purchases, positive cash flows from operating activities of S\$6.1 million were generated. This was partially utilized to pay for capital expenditure, satisfy dividends and other financing obligations.

With strong cash generated from operating activities in FY 2020, cash and cash equivalents increased by S\$1.0 million from S\$14.9 million as at 31 December 2019 to S\$15.9 million as at 31 December 2020.

# SHARE INFORMATION

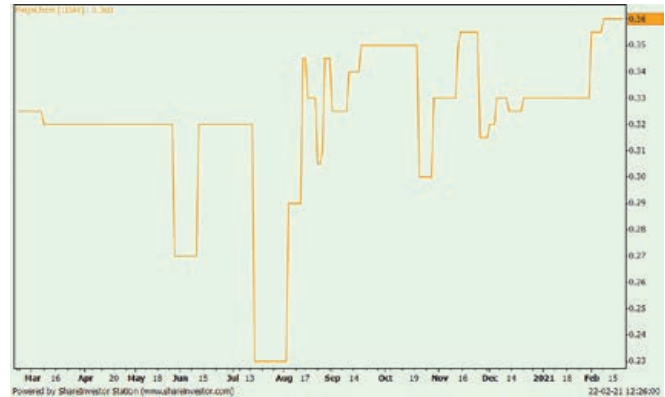
## SHARE INFORMATION (AS AT 19 FEBRUARY 2021)

Listing Date	17 October 2003
Initial Public Offering Price	28 cents
Historical High	68 cents
Historical Low	13 cents
52 weeks High	36 cents
52 weeks Low	23 cents
Price (as at 19 February 2021)	36 cents
No of Shares	133,300,000
Earnings per share ("EPS") FY 2020	3.85 cents
Historical P/E(a)	9.35 x
Market Capitalisation	\$47.9 mil
Net tangible assets ("NTA") per share	39.33 cents
Price/Book Ratio (b)	0.91

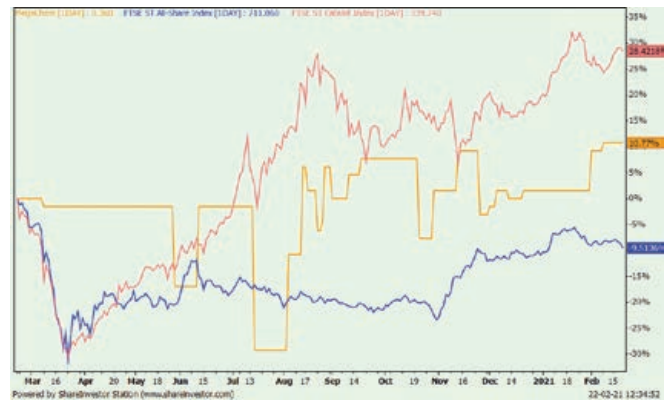
Note :

- (a) P/E = price as at 19 February 2021 / EPS FY 2020
- (b) Price/Book ratio = price as at 19 February 2021 / NTA per share.

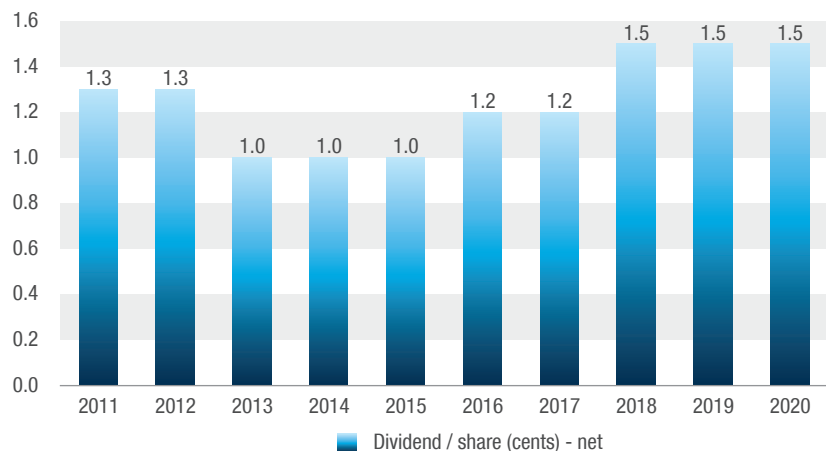
### Megachem



### Megachem vs ST all shares & ST Catalyst



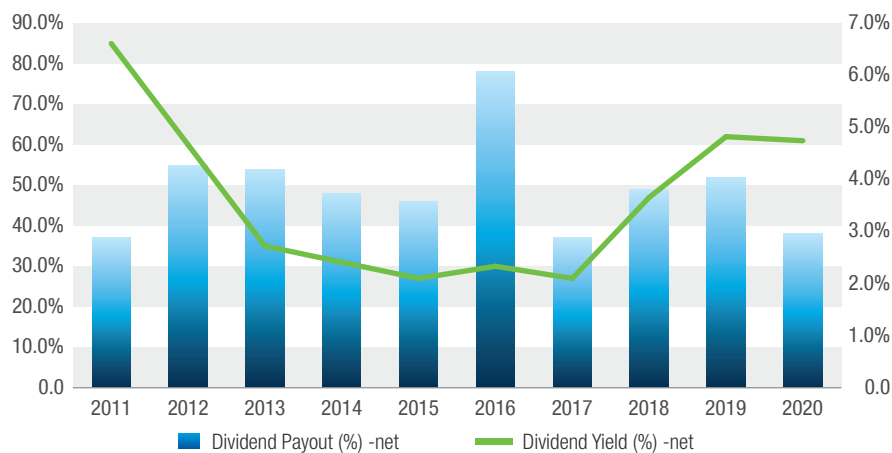
# DIVIDEND



	cents/share
Interim Dividend	0.5
Final Dividend	1.0

## Dividend Policy

In its consideration for dividend payment, the Company takes into account, among other factors, current cash position, future cash needs, profitability, retained earnings and business outlook. The Company takes the view that committing to a fixed dividend policy may jeopardise its financial position in times of adverse changes in the market conditions. Hence, the Company does not disclose a dividend policy to its shareholders. Nevertheless, the Company has been making dividend payments every year since its initial public listing.



\* Average price is the average of 31 December 2019 closing price of 30 cents/share and 31 December 2020 closing price of 33 cents/share.

\*\* Dividend yield = full year dividend per share / average price.

# YEAR IN REVIEW

## FEBRUARY 2020

Megachem reported net profit after tax of S\$4.0 million for FY 2019 on revenue of S\$113.8 million. A final tax exempt dividend of 1.0 cent per share was proposed for FY 2019.

## MARCH 2020

- Mr Chew Choon Tee stepped down as Chairman of the Board with effect from 1 March 2020. He will remain as the Managing Director of the Company. At the same time, Mr Lee Bon Leong was appointed as Chairman of the Board.
- Ms Toon Choi Fan resigned as Joint Company Secretary of the Company with effect from 9 March 2020.

## APRIL 2020

- Megachem issued supplementary advisory on measures to minimize risk of community spread of COVID-19 at the Company Annual General Meeting.
- Megachem announced deferment of the Annual General Meeting.
- Megachem provided an insight into the impact of COVID-19 on the business in the first quarter of the financial year ending 2020 and the outlook for the second quarter as countries imposed lockdown or restrictions on business operations to mitigate the spread of COVID-19.

## JUNE 2020

- Megachem issued Notice of Adjourned Annual General Meeting and Notice of Record Date.
- Mr Tatsuyuki Sakoda resigned as Non-Executive Director of the Company with effect from 1 July 2020. At the same time, Mr Yasutaka Kawamura was appointed as Non-Executive Director with effect from 1 July 2020.
- Annual General Meeting for FY 2019

## JULY 2020

A final tax exempt dividend of 1.0 cent per share for FY 2019 was paid.

## AUGUST 2020

Amid lockdown or restrictions on business operations, Megachem reported 39.9% growth in net profit after tax to S\$2.8 million for the financial half year ended 30 June 2020. An interim tax exempt dividend of 0.5 cent per share was declared.

## OCTOBER 2020

An interim tax exempt dividend of 0.5 cent per share was paid.

## FEBRUARY 2021

Despite the COVID-19 pandemic greatly affecting global economies and many businesses, Megachem achieved growth in net profit after tax of 32.0% year-on-year to S\$5.3 million. A final tax exempt dividend of 1.0 cent per share was proposed for FY 2020 (subject to approval by shareholders at its forthcoming annual general meeting).

# FINANCIAL CALENDAR

## FEBRUARY 2021

- 22** Results Announcement for Financial Year ended 31 December 2020
- 23** Analyst Briefing
- 28-1 March** Online Q&A with investors & shareholders

## MARCH 2021

- 2-8** Response to Online Q&A

## APRIL 2021

- 16** Annual General Meeting

## MAY 2021

- 7** Record Date (subject to approval at annual general meeting)
- 25** Dividend Payment Date (subject to approval at annual general meeting)

## AUGUST 2021

- Results Announcement for Half Year ending 30 June 2021
- Analyst Briefing
- Online Q&A with investors & shareholders
- Response to Online Q&A

## FEBRUARY 2022

- Results Announcement for Financial Year ending 31 December 2021

The background features a dark blue gradient with abstract, flowing lines in shades of cyan and lime green. On the left side, there is a grid-like pattern of thin lines that curves and tapers. On the right side, there are large, overlapping, wavy shapes that resemble stylized waves or loops, also composed of thin lines.

# CORPORATE GOVERNANCE REPORT

# CORPORATE GOVERNANCE REPORT

The directors of Megachem strongly support the principles of transparency, accountability and integrity as set out in the Code of Corporate Governance 2018 (the “Code”). This report describes the Company’s corporate governance policies and practices which were in place during the financial year ended 31 December 2020 (“FY 2020”), with specific reference to the Principles and Provisions of the Code and accompanying Practice Guidance.

The Code aims to promote high levels of corporate governance by putting forth Principles of good corporate governance and Provisions with which companies are expected to comply. The Practice Guidance complements the Code by providing guidance on the application of the Principles and Provisions and setting out best practices for companies.

Pursuant to Rule 710 of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) (“Catalist Rules”), the Board confirms that the Company and Group, have for FY 2020 complied with the Principles as set out in the Code. The Board also confirms that where there are deviations from the Provisions of the Code, explanations for the deviation and how the Group’s practices are consistent with the intent of the relevant principle are provided in the sections below:-

## BOARD MATTERS

### The Board’s Conduct of Affairs

**Principle 1: The company is headed by an effective Board which is collectively responsible and works with Management for the long-term success of the company.**

#### Provision 1.1 of the Code: Directors are fiduciaries who act objectively in the best interests of the Company

As at the date of this Report, the Board comprises the following members, all of whom possess the appropriate core competencies and diversity of experience needed to enable them to effectively contribute to the Group.

Name	Designation	Audit Committee	Nominating Committee	Remuneration Committee	Executive Committee
Mr Lee Bon Leong <sup>(1)</sup>	Independent and Non- Executive Chairman	Member	Chairman	Member	
Mr Sidney Chew Choon Tee	Managing Director	-	Member	-	Chairman
Mr Jeffrey Tan Bock Chia	Executive Director	-	-	-	Member
Mr Chan Kam Loon	Independent Director	Chairman	Member	Member	-
Dr Tay Kin Bee	Independent Director	Member	-	Chairman	-
Mr Yasutaka Kawamura <sup>(2)</sup>	Non-Executive and Non-Independent Director	-	-	-	-
Mr Francis Yau Thiam Hwa	Chief Financial Officer	-	-	-	Member
Ms Kwok Hwee Peng	Group Finance Manager & Company Secretary	-	-	-	Member

(1) Mr Lee Bon Leong was appointed as Independent and Non-Executive Chairman of the Board on 1 March 2020 to replace Mr Sidney Chew Choon Tee.

(2) Mr Yasutaka Kawamura was appointed as Non-Executive and Non-Independent Director on 1 July 2020 as a nominee of the Company’s controlling shareholder, Chori Co. Ltd. Mr Yasutaka Kawamura replaced Mr Tatsuyuki Sakoda who stepped down from his role as a Non-Executive and Non-Independent Director on 1 July 2020 due to his appointment to a new role in Chori Co. Ltd.





The principal functions of the Board, in addition to carrying out its statutory responsibilities, inter alia, are as follows:

- overseeing and approving the formulation of the Group's overall long-term strategic objectives and directions, corporate strategy and objectives as well as business plans, taking into consideration sustainability issues;
- overseeing and reviewing the management of the Group's business affairs and financial controls, performance and resource allocation, including ensuring that the required financial and human resources are available for the Group to meet its objectives;
- establishing a framework of prudent and effective controls to assess and manage risks and safeguard shareholders' interests and the Group's assets;
- to review the Management's performance;
- to set the Group's values and standards and ensure that obligations to shareholders and other stakeholders are understood and met;
- to approve the release of the Group's financial results, annual reports and announcements to shareholders
- to review and approve related party transactions to ensure compliance with relevant rules and terms stated in shareholders' mandate; and
- to assume the responsibilities for corporate governance.

All directors recognize that they have to discharge their duties and responsibilities at all times as fiduciaries in the interests of the Company. The Board is a representation of the shareholders in the Company and is accountable to them through effective governance of the business.

Each director is required to promptly disclose any actual, potential and perceived conflict of interest, in relation to a transaction or proposed transaction with the Group as soon as practicable after the relevant facts have come to his/her knowledge. On an annual basis, each director is also required to submit details of his associates for the purpose of monitoring interested person transactions. Any director facing a conflict of interest will recuse himself from the discussions and abstain from participating in any Board decisions and voting on resolutions regarding the matter.

The Company has established a Code of Business Ethics that sets the principles of business ethics for the Group and covers areas such as business conduct, protection of Company's assets, confidentiality of information and conflicts of interest. All staff of the Group are expected to uphold high standards of integrity that are in compliance with the Company's Code as well as laws and regulations of the countries in which they operate.

#### **Provision 1.2 of the Code: Directors' induction, training and development**

Newly appointed Directors will receive a formal letter explaining their duties and responsibilities, and will undergo orientation and be briefed on the business and governance practices of the Group as well as industry-specific knowledge. As stipulated under Rule 406(3)(a) of the Catalist Rules, directors who are appointed and who have no prior experience as directors of a listed company in Singapore will have to attend the Listed Entity Director ("**LED**") courses organized by the Singapore Institute of Directors within 1 year of his appointment. Briefings on the roles and responsibilities as directors of a listed company in Singapore will be conducted for the new appointees. They may also attend courses conducted by other training institutions in areas such as accounting, legal and industry specific knowledge, where appropriate, in connection with their duties. Mr Yasutaka Kawamura, who was appointed as a Non-Executive Director of the Company with effect from 1 July 2020, had attended the LED courses organized by the Singapore Institute of Directors in 2020 and was also briefed on the roles and responsibilities as director of a listed company.

# CORPORATE GOVERNANCE REPORT

Directors may request to visit the Group's operating facilities and meet with the Management to gain a better understanding of the Group's business operations and corporate governance practices. The Directors are also encouraged to keep themselves abreast of the latest developments relevant to the Group and attendance of appropriate courses and seminars will be arranged and funded by the Company. The external auditors, during their presentation of the audit plan, will update the Directors on the new or revised financial reporting standards on an annual basis. Our Company's Catalyst Sponsor, SAC Capital Pte Ltd, provides updates to the Board whenever there are changes to the listing rules or the Code of Corporate Governance

## Provision 1.3 of the Code: Matters requiring Board's approval

Although the day-to-day management of the Company is delegated to the Executive Directors, the approval of the Board is required for matters such as corporate restructuring, mergers and acquisitions, major investments and divestments, material acquisitions and disposals of assets, major corporate policies on key areas of operations, major corporate actions such as share issuance, the release of the Group's results and announcement to shareholders, declaration of dividends and interested person transactions.

## Provision 1.4 of the Code: Board Committees

To assist the Board in discharging its oversight functions and execution of its responsibilities, the Board has established three Board Committees, comprising an Audit Committee (the "AC"), a Nominating Committee (the "NC") and a Remuneration Committee (the "RC"). These Board Committees function within clearly defined written terms of reference and operating procedures. The terms of reference of the respective Board Committees, which are reviewed by the Board on a regular basis, as well as other relevant information on the Board Committees can be found in the subsequent sections of this report

## Provision 1.5 of the Code: Board Meetings and Attendance

The Board meets regularly on a quarterly basis and ad-hoc Board Committee or Board meetings are convened when they are deemed necessary. In between Board meetings, other important matters will be tabled for the Board's approval by way of circulating resolutions in writing.

The Constitution of the Company provides for meetings of the Board to be held by way of telephonic or video conference.

The attendance of the Directors at scheduled Board Committee and Board meetings held in FY2020 is set out below:

	Board		Audit Committee		Nominating Committee		Remuneration Committee	
	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended	No. of Meetings Held	No. of Meetings Attended
Mr Sidney Chew Choon Tee	4	4	2	NA	1	1	1	NA
Mr Jeffrey Tan Bock Chia	4	4	2	NA	1	NA	1	NA
Mr Lee Bon Leong	4	4	2	2	1	1	1	1
Mr Chan Kam Loon	4	4	2	2	1	1	1	1
Dr Tay Kin Bee	4	4	2	2	1	NA	1	1
Mr Yasutaka Kawamura <sup>(1)</sup>	4	2	2	NA	1	NA	1	NA
Mr Tatsuyuki Sakoda	4	2	2	NA	1	NA	1	NA

### Note:

<sup>(1)</sup> Mr Yasutaka Kawamura was appointed as Non-Executive and Non-Independent Director on 1 July 2020 as a nominee of the Company's controlling shareholder, Chori Co. Ltd. Mr Yasutaka Kawamura replaced Mr Tatsuyuki Sakoda who stepped down from his role as a Non-Executive and Non-Independent Director on 1 July 2020 due to his appointment to a new role in Chori Co. Ltd.

When a Director has multiple board representations, the NC also considers whether or not the Director is able to and has adequately carried out his duties as a Director of the Company. The NC is satisfied that sufficient time and attention has been given by the Directors to the affairs of the Company, notwithstanding that some of the Directors have multiple board representations. The NC is of the view that the matter relating to multiple board representations should be left to the judgement of each Director given that time requirements for different board representations vary. As such, the NC and the Board have decided that there is no necessity to determine the maximum number of listed company board representations which a Director may hold. None of the Directors hold more than 3 directorships in listed companies concurrently.

#### **Provision 1.6 of the Code: Access to information**

The Company recognises that the flow of relevant, complete and accurate information on a timely basis is critical for the Board to discharge its duties effectively. The Management provides the Board with quarterly management accounts, as well as relevant background or explanatory information relating to the matters that would be discussed at the Board meetings, prior to the scheduled meetings. All directors are also furnished with updates on the financial position and any material developments of the Group as and when necessary.

#### **Provision 1.7 of the Code: Access to Management and Company Secretary**

The Board has separate and independent access to the Company Secretary and the Management at all times. The Board will have independent access to professional advice when required at the Company's expense, subject to the approval of the Chairman.

Under the direction of the Chairman, the Company Secretary facilitates information flow within the Board and its Board Committees and between the Management and Non-Executive Directors. The Company Secretary attends all meetings of the Board and Board committees and ensures that all Board procedures are followed and applicable rules and regulations are complied with. The minutes of all Board committee meetings are circulated to the Board. The appointment and removal of the Company Secretary are subject to the approval of the Board as a whole.

### **Board Composition and Guidance**

**Principle 2: The Board has an appropriate level of independence and diversity of thought and background in its composition to enable it to make decisions in the best interests of the company.**

**Provision 2.1 of the Code: Director's independence**

**Provision 2.2 of the Code: Independent directors make up a majority of the Board**

**Provision 2.3 of the Code: Non-executive directors make up a majority of the Board**

The Board comprises six Directors, of whom three are independent. The Company notes that Provision 2.2 of the Code requires that independent directors should make up a majority of the Board where the Chairman is not independent. Mr Sidney Chew Choon Tee stepped down as Chairman of the Board with effect from 1 March 2020. And Mr Lee Bon Leong was re-designated as an Independent and Non-Executive Chairman of the Board in place of Mr Sidney Chew Choon Tee. With an Independent Chairman of the Board and half of the Board made up of independent directors, the Board is capable of exercising independent and objective judgement on corporate affairs of the Group.

The independence of each Director is reviewed annually by the NC and the Board. Each Independent Director is required to complete a checklist annually to confirm his independence based on the guidelines as set out in the Code and the Catalist Rules. The NC adopts the Code's definition of what constitutes an "independent" director in its review. The NC takes into account, among other things, whether a Director has business relationships with the Company, its related companies, its substantial shareholders or its officers, and if so, whether such relationships could interfere, or be reasonably perceived to interfere, with the exercise of the Director's independent business judgment with a view to the best interests of the Company. Although Dr Tay Kin Bee is a director of SPCI Pte Ltd ("SPCI") which sold products to the Group, the NC considers him to be independent as he is not a shareholder of SPCI and the amount paid to SPCI for the sale of products to the Group is not material. As such the NC is of the view that the business relationship does not affect Dr Tay Kin Bee's ability and judgement to act independently. The NC and the Board are of the view that all its Independent Directors have satisfied the criteria of independence in accordance to the Code, its Practice Guidance and Rules 406(3)(d)(i) and 406(3)(d)(ii) of the Catalist Rules as a result of its review.

# CORPORATE GOVERNANCE REPORT

The independence of any Director who has served on the Board beyond nine years from the date of his first appointment will be subject to more rigorous review, taking into account the need for progressive refreshing of the Board. As at the date of this report, Mr Lee Bon Leong and Mr Chan Kam Loon have served on the Board for a period exceeding nine years from the date of their appointments. After due consideration and careful assessment, the NC and the Board are of the view that both directors have during their tenure acted independently in the best interest of Company. Mr Lee Bon Leong and Mr Chan Kam Loon continue to demonstrate the essential characteristics of independence expected by the Board and in-depth knowledge of the Group's business. Furthermore, Mr Lee Bon Leong's legal expertise and Mr Chan Kam Loon's experience in accounting and finance contributed greatly to the effectiveness of the Board and matters relating to the strategic direction and corporate governance of the Group. Nevertheless, in accordance with Rule 406(3)(d)(iii) of the Catalist Rules, they will be subjected to a re-election via a two-tier shareholders vote at the upcoming annual general meeting i.e. (i) by all shareholders and (ii) by all shareholders excluding shareholders who are directors or CEO and their associates.

## **Provision 2.4 of the Code: Board Composition**

The Board has examined its size and is of the view that it is an appropriate size for effective decision-making, taking into account the scope and nature of the operations of the Group and the requirements of the Group's business. The NC is of the view that no individual or small group of individuals dominate the Board's decision-making.

The composition of the Board is reviewed on an annual basis by the NC to ensure that the Board has the appropriate mix of expertise and experience, and collectively possesses the necessary core competencies for effective functioning and informed decision-making. The Board as a group provides an appropriate balance of diversity of skills, experience, gender and knowledge of the Company, with core competencies in accounting and finance, legal expertise, business and management experience, industry knowledge, strategic planning and customer-based experience and knowledge. This enables the Management to benefit from the external and expert perspectives of the Directors who collectively possess the core competencies relevant to the direction and growth of the Group.

## **Provision 2.5 of the Code: Meeting of Independent Directors without Management**

Where necessary or appropriate, the Independent Directors will meet without the presence of the Management. The Independent Directors communicate regularly to discuss matters related to the Group, including the performance of the Management. Where appropriate, Independent Directors provide feedback to the Board after such meetings.

The profiles of our Directors are set out on pages 17 to 22 of this Annual Report.

## **Chairman and Chief Executive Officer**

**Principle 3: There is a clear division of responsibilities between the leadership of the Board and Management, and no one individual has unfettered powers of decision-making.**

**Provision 3.1 of the Code: Separation of the roles of the Chairman and the Chief Executive Officer ("CEO")**

**Provision 3.2 of the Code: Division of responsibilities between the Chairman and CEO**

**Provision 3.3 of the Code: Lead Independent Director**

The Chairman, Mr Lee Bon Leong and the Managing Director, Mr Sidney Chew Choon Tee are separate persons and have no familial relationship with each other.

Mr Sidney Chew Choon Tee is responsible for formulating corporate strategies, leading the Group's marketing and business development activities as well as ensuring the smooth operation of the Group.

The Board is of the view that as all major decisions are made in consultation with the Board and with the establishment of the three Board Committees, there are adequate safeguards in place to ensure accountability and unfettered decision-making, as well as to prevent an uneven concentration of power and authority in a single individual.

The Chairman, in consultation with the Management, ensures:

- that Board meetings are held as and when necessary to enable the Board to perform its duties responsibly, while not interfering with the flow of the Company's operations;
- that the agenda for Board meetings are prepared, with the assistance of the Company Secretary;
- the exercise of control over the quality, quantity and timeliness of information between the Management and the Board and the facilitation of effective contribution from the Independent Directors;
- effective communication with shareholders and compliance with corporate governance best practices; and
- compliance with the Company's guidelines on corporate governance.

Following the re-designation of Mr Lee Bon Leong as Independent and Non-Executive Chairman on 1 March 2020, Mr Chan Kam Loon has *ipso facto* ceased to be the Lead Independent Director.

## Board Membership

**Principle 4: The Board has a formal and transparent process for the appointment and re-appointment of directors, taking into account the need for progressive renewal of the Board.**

### Provision 4.1 of the Code: Role of the NC

### Provision 4.2 of the Code: Composition of NC

The NC is responsible for making recommendations on all board appointments and re-nominations, having regard to the contribution and performance of the Director seeking re-election.

The NC comprises Mr Lee Bon Leong (Chairman of NC), Mr Chan Kam Loon and Mr Sidney Chew Choon Tee. A majority of the NC, including the Chairman of the NC, is independent. The Chairman of the NC is not, and is not directly associated with, any substantial shareholder of the Company. The NC holds at least one meeting in each financial year.

The written terms of reference of the NC have been approved and adopted, and they include the following:–

- (a) developing and maintaining a formal and transparent process for director appointments and re-nomination and making recommendations to the Board on director appointment and re-appointment (including the appointment of alternate Directors, if any), and recommending to the Board re-nominations of existing Directors for re-election in accordance with the Company's Constitution, having regard to their competencies, commitment, contribution and performance and taking into consideration the composition and progressive renewal of the Board;
- (b) making recommendations to the Board on relevant matters relating to the review of succession plans for the Directors, in particular, for the Chairman and Managing Director as well as for key management personnel;
- (c) reviewing and approving any new employment of related persons and the proposed terms of their employment;
- (d) determining on an annual basis, and as and when circumstances require, whether or not a Director is independent;

# CORPORATE GOVERNANCE REPORT

- (e) in respect of a Director who has multiple board representations on various companies, to review and decide whether or not such Director is able to and has been adequately carrying out his duties as a Director, having regard to the competing time commitments that are faced by the Director when serving on multiple boards and discharging his duties towards other principal commitments;
- (f) reviewing training and professional development programs for the Board;
- (g) developing a process for evaluating the performance of the Board, its committees and the Directors and propose objective performance criteria, as approved by the Board, that allows comparison with its industry peers, and address how the Board has enhanced long-term shareholders' value; and
- (h) assessing the effectiveness of the Board as a whole and its Board committees and the contribution by the Chairman and each individual Director to the effectiveness of the Board.

## **Provision 4.3 of the Code: Board renewal and succession planning**

The Company does not have a formal criterion of selection for the appointment of new Director to the Board. When the need for a new Director arises, or where it is considered that the Board would benefit from the services of a new Director with particular skills or to replace a retiring Director, the NC, in consultation with the Board, will determine the selection criteria and will select candidates with the appropriate expertise and experience for the position. In its search and nomination process for new Director, the NC may rely on search companies, personal contacts and recommendations for the right candidates. The NC ensures that the newly appointed Director is aware of their duties and obligations.

Board appointments are made by the Board after the NC has, upon reviewing the resume of the proposed Director and conducting appropriate interviews, recommended the appointment to the Board. The NC is also in charge of re-nominating the Directors, having regard to their contribution and performance. Pursuant to the Constitution of the Company, one-third of the Directors shall retire from office at the Company's annual general meeting every year, provided that all Directors shall retire from office at least once every three years. Newly appointed Director by the Board is required to retire at the next annual general meeting following his appointment. Retiring Director is eligible to offer themselves for re-election. Each member of the NC abstains from voting on any resolutions and making any recommendations and/or participating in any deliberations of the NC in respect of the assessment of his own performance or re-nomination as Director.

Pursuant to the Company's Constitution, Mr Lee Bon Leong, Dr Tay Kin Bee and Mr Yasutaka Kawamura will retire at the Company's forthcoming annual general meeting and will be eligible for re-election. In compliance with Rule 406(3)(d)(iii) of the Catalist Rule effective from 1 January 2022, Mr Lee Bon Leong and Mr Chan Kam Loon will retire at the Company's forthcoming annual general meeting and will be eligible for re-election. Accordingly, the NC has recommended the aforesaid re-election of these four Directors and the Board has accepted the NC's recommendation. In recommending the re-election of Mr Lee Bon Leong, Dr Tay Kin Bee, Mr Yasutaka Kawamura and Mr Chan Kam Loon, the NC has considered the Directors' overall contributions and performance. In addition, there are no relationships, including immediate family relationships, between each of Mr Lee Bon Leong, Dr Tay Kin Bee, Mr Yasutaka Kawamura and Mr Chan Kam Loon and the other Directors, the Company, its related corporations, its substantial shareholders or officers, which may affect both their independence except for Mr Yasutaka Kawamura who is an employee and nominee of Chori Co., Ltd, a 29.99% shareholder of the Company. The details of the Directors seeking for re-election as required under Catalist Rule 720(5) are set out on page 17 to 22 of this Annual Report.

## **Provision 4.4 of the Code: Circumstances affecting Director's independence**

As described under Principle 2 of this report, the Company has put in place a process to ensure the continuous monitoring of the independence of the Directors. Each independent Director is required annually to complete a checklist to confirm his independence. Further, the NC determines annually, and as and when circumstances require, whether a director is independent, taking into consideration the disclosures by the Directors of any relationships with the Company, its related corporations, its substantial shareholders or its officers and the checklist completed by each independent director. Having made its review, the NC is of the view that all independent directors have satisfied the criteria for independence.

#### **Provision 4.5 of the Code: Multiple listed company directorships and other principal commitments**

The NC ensures that the new directors are aware of their duties and obligations. For re-nomination and re-appointment of directors, the NC takes into consideration the competing time commitments faced by directors and their ability to devote sufficient time and attention to the Group. Each Director is required to declare changes in listed company directorships or other principal commitments during the year to enable the on-going monitoring of the commitment of the Directors to the Company. Aside from taking into account the number of listed company directorships and other principal commitments of the directors, the NC also considers the results of the annual evaluation of each Director's effectiveness and the respective Director's conduct at the Board and Board Committees meetings to determine whether the Director is able to discharge his duties diligently.

In respect of FY 2020, the NC and Board were of the view that each Director has discharged his duties diligently. As at the date of this report, none of the Directors hold more than 3 listed company directorships. Please refer to page 17 to 22 of the Annual Report for the listed company directorships and other principal commitments of the Directors.

The Board provides for appointment of alternate director only in exceptional cases such as when a director has a medical emergency. There is currently no alternate Director on the Board.

#### **Board Performance**

#### **Principle 5: The Board undertakes a formal annual assessment of its effectiveness as a whole, and that of each of its board committees and individual directors.**

#### **Provision 5.1 and 5.2 of the Code: Assessment of effectiveness of the Board and Board Committees and assessing the contribution by individual directors**

The Board's performance is linked to the overall performance of the Group. The Board ensures that the Company is in compliance with the applicable laws, and members of our Board are required to act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders.

The NC is responsible for assessing the effectiveness of the Board, the board committees and each individual Director.

The NC has established a review process and proposed objective performance criteria set out in assessment checklists which are approved by the Board. The NC assesses the overall effectiveness of the Board and its committees by having all members of the Board completing an Assessment Checklist, which takes into consideration factors such as its structure, conduct of meetings, risk management and internal controls, strategic leadership and relationship with the Management. The NC also assesses the Board's performance based on a set of quantitative criteria and financial performance indicators.

The NC assesses the individual Directors' performance by completing an Individual Director Assessment Checklist, which takes into consideration factors such as commitment of time for meetings, level of participation and contribution at such meetings and the technical knowledge of the Directors. The evaluation of individual Directors aims to assess whether each Director continues to contribute effectively and demonstrate commitment to the role, including commitment of time for Board and Board Committee meetings, and any other duties. The Chairman will be briefed on the results of the performance evaluation, and where appropriate, propose new members to be appointed to the Board or seek the resignation of Directors, in consultation with the NC. Each member of the NC shall abstain from deliberating and voting on any resolutions in respect of the assessment of his performance or re-nomination as Director.

The NC, having reviewed the overall performance of the Board as a whole, its Board committees as well as the performance of each individual Director, is satisfied with their performance for the period under review. No external facilitator has been engaged to conduct the Board performance evaluation.

The Board and the NC have endeavoured to ensure that Directors appointed to the Board possess the background, experience, business and finance knowledge and management skills critical to the Group's business. They have also ensured that each Director, with his special contributions, brings to the Board an independent and objective perspective to enable balanced and well-considered decisions to be made.

# CORPORATE GOVERNANCE REPORT

## REMUNERATION MATTERS

### Procedures for Developing Remuneration Policies

**Principle 6: The Board has a formal and transparent procedure for developing policies on director and executive remuneration, and for fixing the remuneration packages of individual directors and key management personnel. No director is involved in deciding his or her own remuneration.**

### Provision 6.1 of the Code: RC to recommend remuneration framework and packages

### Provision 6.2 of the Code: Composition of RC

The RC makes recommendations to the Board on the framework of remuneration and the specific remuneration packages for each Director.

The RC comprises Dr Tay Kin Bee (Chairman of RC), Mr Lee Bon Leong and Mr Chan Kam Loon. All members of the RC, including the Chairman, is independent. The RC holds at least one meeting in each financial year.

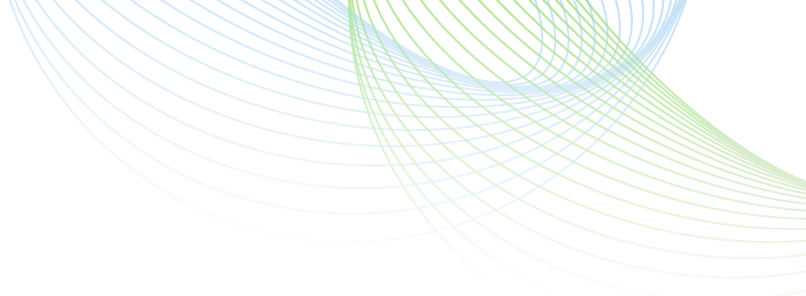
The written terms of reference of the RC have been approved and adopted, and they include the following:—

- (a) reviewing and recommending to the Board a framework of remuneration for the Directors and key management personnel and determining specific remuneration packages of each Director. The RC shall cover all aspects of remuneration, including but not limited to Directors' fees, salaries, allowances, bonuses, awards to be granted under the Company's performance share scheme, and benefits in kind;
- (b) reviewing annually the remuneration, bonuses, pay increase and/or promotions of employees who are related to the Directors or substantial shareholders of the Company to ensure that their remuneration packages are in line with the staff remuneration guidelines and commensurate with their respective job scopes and level of responsibilities;
- (c) reviewing the Company's obligations arising in the event of termination of service contracts entered into between the Group and its Executive Directors or key management personnel, as the case may be, to ensure that the service contracts contain fair and reasonable termination clauses which are not overly onerous to the Group;
- (d) if necessary, seeking expert advice within and/or outside the Company on remuneration matters, ensuring that existing relationships, if any, between the Company and its appointed remuneration consultants will not affect the independence and objectivity of the remuneration consultants; and
- (e) reviewing annually the remuneration package in order to maintain their attractiveness to retain and motivate the Directors and key management personnel and to align the interests of the Directors and key management personnel with the long-term interests of the Company.

### Provision 6.3 of the Code: RC to consider and ensure all aspects of remuneration are fair

The RC considers all aspects of remuneration (including Director's fees, salaries, allowances, bonuses, options, share-based incentives and awards, benefits in kind and termination payments) in the review of remuneration packages for the Directors and executive officers with an aim to be fair and to avoid rewarding poor performance, before making any recommendation to the Board.





The Independent Directors receive directors' fees in accordance with their contributions, taking into account factors such as effort and time spent and their responsibilities. The directors' fees are recommended by the RC and endorsed by the Board for approval by shareholders of the Company at the annual general meeting. Except as disclosed in this Annual Report, the Independent Directors did not receive any other remuneration from the Company.

The terms of employment for Executive Directors, such as monthly base salary, annual wage supplement and benefits that commensurate with their position, are stipulated in the service agreement ("**Service Agreement**"). The Executive Directors also participate in a profit-sharing scheme that is pegged to the Group's profitability. The Executive Directors do not receive directors' fees and there are no post retirement and severance benefits except the common practice of giving notice or salary in lieu of notice in the event of termination. The Service Agreements is valid for 3 years.

#### **Provision 6.4 of the Code: Expert advice on remuneration**

The members of the RC are familiar with executive compensation matters as they have prior experience in managing businesses and/or are holding other directorships. The RC has access to expert advice regarding executive compensation matters, if required. The Board did not engage any external remuneration consultant to advise on remuneration matters for FY 2020.

#### **Level and Mix of Remuneration**

**Principle 7: The level and structure of remuneration of the Board and key management personnel are appropriate and proportionate to the sustained performance and value creation of the company, taking into account the strategic objectives of the company.**

**Provision 7.1 and 7.3 of the Code: Remuneration of Executive Directors and key management personnel are appropriately structured to link rewards to performance**

In setting remuneration packages, the Company takes into account pay and employment conditions within the same industry and in comparable companies, as well as the Group's relative performance and the performance of individual Directors and key management personnel. The remuneration package is designed to allow the Company to better align the interests of the Executive Directors and key management personnel with those of shareholders and link rewards to corporate and individual performance. The Company also ensures that the remuneration is appropriate to attract, retain and motivate the directors to provide good stewardship of the Company and key management personnel to successfully manage the Company for the long term.

Remuneration for the Executive Directors comprises a basic salary component and a variable component that is pegged to the performance of the Group as a whole. Having reviewed the variable component in the remuneration packages of the Executive Directors and key management personnel, the RC is of the view that it is not necessary to institute contractual provisions to reclaim incentive components of remuneration from Executive Directors and key management personnel in exceptional circumstances of misstatement of financial results, or of misconduct resulting in financial loss to the Group. The Company believes that there are alternative legal avenues to these specific contractual provisions that will enable the Company to recover financial losses arising from such exceptional events from the Executive Directors and key management personnel.

The Company does not offer any employee share scheme. The RC may consider other forms of long-term incentive schemes for key management personnel when necessary.

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## Provision 7.2 of the Code: Remuneration of Non-Executive Directors dependent on contribution, effort, time spent and responsibilities

The Independent Directors receive directors' fees for their effort and time spent, responsibilities and contribution to the Board, subject to shareholders' approval at annual general meetings. The Independent Directors are not over-compensated to the extent that their independence may be compromised.

## Disclosure on Remuneration

**Principle 8: The company is transparent on its remuneration policies, level and mix of remuneration, the procedure for setting remuneration, and the relationships between remuneration, performance and value creation.**

## Provision 8.1 and 8.3 of the Code: Remuneration disclosures of Directors and key management personnel; Details of employee share schemes

The Board is of the view that full disclosure of the specific remuneration of each individual director and key management personnel is not in the best interests of the Company, taking into account the sensitive nature of the subject, the competitive business environment the Group operates in and the potential negative impact such disclosure will have on the Group.

Remuneration of the Executive Directors are stipulated in their respective Service Agreements. Under the provisions of the Service Agreements, the Executive Directors shall be paid a monthly base salary and annual wage supplement and be provided with benefits commensurate with the position. The Executive Directors participate in a profit-sharing scheme that is pegged to the Group's profitability. The Executive Directors do not receive directors' fees and there are no post retirement and severance benefits except the common practice of giving notice or salary in lieu of notice in the event of termination.

The level and mix of remuneration paid or payable to the Executive Directors for FY 2020 are set out as follows:

Name of Director	Remuneration band	% Breakdown of Remuneration		
		Base salary	Bonus/Profit Sharing	Benefits in kind
Mr Sidney Chew Choon Tee	S\$500,000 – S\$750,000	78%	13%	9%
Mr Jeffrey Tan Bock Chia	S\$500,000 – S\$750,000	78%	12%	10%

Independent Directors are paid only directors' fees, subject to approval at the annual general meeting. The fees paid to Independent Directors comprise a basic fee, a fee for chairing a committee and a fee for being a member of the committee. The fees paid to the Independent Directors for FY 2020 are set out as follows :-

Name of Independent Director	Directors' fees
Mr Lee Bon Leong	S\$50,000-S\$100,000
Mr Chan Kam Loon	S\$50,000-S\$100,000
Dr Tay Kin Bee	Less than S\$50,000

Mr Tatsuyuki Sakoda and Mr Yasutaka Kawamura, the Non-Executive Directors of the Company, did not receive any remuneration for the financial period 1 January 2020 to 30 June 2020 and 1 July 2020 to 31 December 2020 respectively.

The remuneration of top 5 executives of the Group (who are not also directors) for FY 2020 is set out below:-

Remuneration band	No of Executives
Below S\$250,000	1
S\$250,000 – S\$500,000	4

The Company does not have any employee share scheme.

### Provision 8.2 of the Code: Remuneration disclosures of related employees

Save for the Executive Directors, there are no employees who were substantial shareholders of the Company in FY 2020.

The remuneration of an employee who is the spouse of Managing Director, Mr Sidney Chew Choon Tee, for FY 2020 is set out as below:-

Name of employee	Remuneration band	% Breakdown of Remuneration		
		Base salary	Bonus	Benefits in kind
Ms Liau Bin Bin	S\$250,000 – S\$500,000	70%	26%	4%

Save for Ms Liau Bin Bin, there is no other employee who is the immediate family members of a Director, the Managing Director or a substantial shareholder of the Company whose remuneration exceeded S\$100,000 in FY 2020.

## ACCOUNTABILITY AND AUDIT

### Risk Management and Internal Controls

**Principle 9: The Board is responsible for the governance of risk and ensures that Management maintains a sound system of risk management and internal controls, to safeguard the interests of the company and its shareholders.**

### Provision 9.1 of the Code: Board determines the nature and extent of risks

The Board and Management acknowledge that it is responsible for the overall risk management and internal control framework, but recognise that no cost-effective control system will preclude all errors and irregularities, as a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and can provide only reasonable and not absolute assurance against material misstatement or loss, human error, fraud and lapse in judgement.

The Group has implemented a system of internal controls designed to provide reasonable but not absolute assurance that assets are safeguarded, proper accounting records are maintained, operational controls are adequate and business risks are suitably managed. The Board determines the nature and extent of the significant risks which the Company is willing to take in achieving its strategic objectives and value creation. The Company's risk management framework and internal control system covers financial, operational, compliance and information technology risks and internal controls. Although the Board does not have a separate risk management committee, the Board oversees the Management in the design, implementation and monitoring of the risk management and internal control systems, and reviews the adequacy and effectiveness of such systems at least annually.

# CORPORATE GOVERNANCE REPORT

The internal auditors, Baker Tilly Consultancy (Singapore) Pte Ltd has conducted annual reviews of the effectiveness of the Group's key internal controls, including financial, operational, compliance and information technology controls, and risk management. Any material non-compliance or lapses in internal controls, together with recommendations for improvement, are reported to the AC and the Board. The timely and proper implementation of all required corrective, preventive or improvement measures are closely monitored. No material internal control weaknesses had been raised by the internal auditors in the course of their audits for FY 2020.

## **Provision 9.2 of the Code: Assurance from CEO, CFO and other key management personnel**

The Board has received assurance from (a) the Managing Director and the Chief Financial Officer that the financial records have been properly maintained and the financial statements for the financial year ended 31 December 2020 give a true and fair view of the Company's operations and finances; and (b) the Managing Director and key management personnel regarding the adequacy and effectiveness of the Company's risk management and internal control systems.

Based on the assurance from the Managing Director, the Chief Financial Officer and key management personnel referred to in the preceding paragraph, the various internal controls put in place by the Group, the work performed and reports submitted by the external and internal auditors of the Group and the reviews carried out by the Board and the AC, the Board, with the concurrence of the AC, is satisfied with the adequacy and effectiveness of the Group's the risk management and internal control systems (including financial, operational, compliance and information technology controls and risk management systems) as at 31 December 2020.

## **Audit Committee**

### **Principle 10: The Board has an Audit Committee ("AC") which discharges its duties objectively.**

#### **Provision 10.1 of the Code: Duties of AC**

#### **Provision 10.2 of the Code: Composition of AC**

#### **Provision 10.3 of the Code: AC does not comprise former partners or directors of the Company's auditing firm**

The AC comprises Mr Chan Kam Loon (Chairman of AC), Dr Tay Kin Bee and Mr Lee Bon Leong. All members of the AC, including the Chairman of the AC, is independent. No former partner or director of the Company's existing audit firm or auditing corporation is a member of the AC. The members of the AC have sufficient accounting or financial management expertise, as interpreted by the Board in its business judgment, to discharge the AC's functions. The AC holds at least two meetings in each financial year.

The written terms of reference of the AC have been approved and adopted, and they include the following:—

- (a) reviewing the audit plans and scope of work of the external auditors and the internal auditors, including the results of the external and internal auditors' review and evaluation of the Group's system of internal controls, the management letters on the internal controls and the Management's response, and monitoring the implementation of the internal control recommendations made by the external and internal auditors;
- (b) reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls and risk management systems, prior to the incorporation of such results in the Company's annual report;
- (c) reviewing the interim financial results and annual consolidated financial statements and the external auditors' report on the annual consolidated financial statements, and discussing any significant adjustments, major risk areas, changes in accounting policies and practices, significant financial reporting issues and judgements, compliance with Singapore financial reporting standards as well as compliance with the Catalist Rules and other statutory or regulatory requirements, concerns and issues arising from their audits including any matters which the auditors may wish to discuss in the absence of Management to ensure the integrity of the financial statements of the Group and any announcements relating to the Company's financial performance, where necessary, before submission to the Board for approval;

- (d) reviewing and discussing with the external and internal auditors, any suspected fraud, irregularity or infringement of any relevant laws, rules or regulations, which has or is likely to have a material impact on the Group's operating results or financial position and the Management's response;
- (e) reviewing and ensuring the co-ordination between internal auditors, external auditors and the Management, including the assistance given by the Management to the auditors;
- (f) reviewing the audit plan of the external auditor and the result of the external auditor's review and evaluation of the Group's system of internal accounting controls that are relevant to the statutory audit;
- (g) making recommendations to the Board on the proposals to the shareholders with regard to the appointment, re-appointment and removal of the external auditors, and approving the remuneration and terms of engagement of the external auditors;
- (h) reviewing the audit plan of the internal auditor, including the results of the internal auditor's review and evaluation of the Group's system of internal controls;
- (i) reviewing and ratifying where appropriate any interested person transactions;
- (j) reviewing potential conflicts of interests (if any);
- (k) reviewing the policy and arrangements by which employees of the Group and any other persons may, in confidence, report to the Chairman of the AC, concerns about possible improprieties in financial reporting or other matters and ensuring that there are arrangements in place for such concerns to be safely raised and independently investigated, and for appropriate follow-up action to be taken;
- (l) reviewing the adequacy, effectiveness, independence, scope and results of the external audit and the Company's internal audit function;
- (m) reviewing and reporting to the Board at least annually the adequacy and effectiveness of the Company's internal controls, including financial, operational, compliance and information technology controls, and risk management systems;
- (n) reviewing the scope and results of the external audit and its cost effectiveness and the independence and objectivity of the external auditor, and where the external auditor also provides a substantial volume of non-audit services to the Company, keeping the nature and extent of such services under review, seeking to maintain objectivity;
- (o) reviewing the assurance from the Managing Director and the Chief Financial Officer on the financial records and financial statements; and
- (p) undertaking such other reviews and projects as may be requested by the Board and reporting to the Board its findings from time to time on matters arising and requiring the attention of the AC.

The AC has full authority to investigate any matter within its terms of reference, full access to and cooperation from the Management, and full discretion to invite any Director, executive officer or other employee of the Group to attend its meetings, and is given reasonable resources to enable it to discharge its functions properly and effectively.

The Group has implemented a whistle-blowing policy which aims to provide an avenue for employees and external parties to raise concerns about misconduct or improprieties in the Group and at the same time assure them that they will be protected from victimization for whistle-blowing in good faith. Cases that are significant will be reviewed by the AC for adequacy or investigation actions and resolutions. Details of the whistle-blowing policy are disseminated to the employees of the Group, and is available on the Company's website. All concerns about possible improprieties can be communicated directly to the AC.

# CORPORATE GOVERNANCE REPORT

As at the date of this Annual Report, there are no reports received through the whistle-blowing channel.

The external auditors update the AC on any changes in accounting standards impacting the financial statements of the Group before an audit commences. Significant matters that were discussed with the Management and the external auditors have been included as key audit matters in the Auditors' Report for FY 2020 on pages 97 to 99 of this Annual Report.

Significant matters	How does the Audit Committee address the matter
Impairment of trade receivables	<p>The Audit Committee had reviewed management's approach and judgement in assessing collectibility of outstanding receivables, which includes a review of customers' credit worthiness, historical observed default rate, payment history and correspondences with customers.</p> <p>The Audit Committee was satisfied that the approach was appropriate and provision was adequate. The external auditor has included this item as a key audit matter in the audit report for FY 2020. Please refer to page 97 of this Annual Report.</p>
Impairment of Inventories	<p>The Audit Committee had considered the methodology and management's technical judgement in assessing inventory obsolescence, which includes a review of the ageing of inventory.</p> <p>The Audit Committee was satisfied that management's methodology was reasonable and carrying value of inventory was appropriate. The external auditor has included this item as a key audit matter in the audit report for FY 2020. Please refer to page 98 of this Annual Report.</p>
Impairment of subsidiaries	<p>The Audit Committee had considered the methodology, estimates and assumptions used in assessing the impairment of subsidiaries, which includes a review of long-term business prospects, cash flow forecasts and discount rates used.</p> <p>The Audit Committee was satisfied that management's methodology was reasonable and the impairment was adequate. The external auditor has included this item as a key audit matter in the audit report for FY 2020. Please refer to pages 98-99 of this Annual Report.</p>

The AC undertook a review of the independence and objectivity of the external auditors through discussions with the external auditors as well as reviewing the non-audit fees paid to them. The AC received an audit report from the external auditors setting out the non-audit services provided and the fees charged for FY 2020. A breakdown of the audit and non-audit fees paid to the Company's auditors is disclosed on page 161 of this Annual Report.

Having undertaken a review of the non-audit services provided during FY 2020, the AC is of the view that the objectivity and independence of the external auditors are not in any way impaired by reason of their provision non-audit services to the Group.

The AC reviews the independence of the external auditor annually. In the selection of suitable auditing firms, the AC takes into consideration several factors such as the adequacy of the resources, experience of the accounting auditing firm, the audit engagement partner assigned to the audit, the firm's other audit engagements, the size and complexity of the Group being audited, and the number and experience of supervisory and professional staff assigned to the audit and its ability to provide audit service to our foreign subsidiaries and associated companies. The selected auditing firm based in Singapore is engaged as auditors for the Company as well as our Singapore-incorporated subsidiaries.

A different auditing firm is engaged as auditors for its associated company for FY 2020. The AC has considered the appointment of different auditing firms for its significant associated company and is satisfied that such appointment would not compromise the standard and effectiveness of the audit of these subsidiaries. The Company is thus in compliance with Rule 712 and 715 set out in Catalist Rules.

**Provision 10.4 of the Code: Primary reporting line of the internal audit function is to AC; Internal audit function has unfettered access to Company's documents, records, properties and personnel**

The Company outsources the internal audit function to an external professional firm to perform the review and test of controls of the Group's processes.

The AC approves the appointment of the internal auditors. The internal auditors, Baker Tilly Consultancy (Singapore) Pte Ltd, report directly to the Chairman of the AC. The internal auditor has full access to the Company's documents, records, properties and personnel. The AC is satisfied that the internal audit firm is staffed by suitably qualified and experienced persons.

The internal auditors plan its internal audit schedules in consultation with, but independent of, the Management. The internal audit plan is submitted to the AC for approval prior to the commencement of the internal audit. The AC will review the activities of the internal auditors, including overseeing and monitoring of the implementation of improvements required on internal control weaknesses identified. The internal auditors carry out their work in accordance with International Standards for the Professional Practice of Internal Auditing set by the Institute of Internal Auditors.

The AC has reviewed and is satisfied with the independence, adequacy and effectiveness of the Company's internal audit function.

**Provision 10.5 of the Code: AC meets with the auditors without the presence of Management annually**

The AC endeavors to meet at least once a year with the external and internal auditors without the presence of the Management so that any concern and/or issue can be raised directly and privately.

## SHAREHOLDER RIGHTS AND ENGAGEMENT

### Shareholder Rights and Conduct of General Meetings

**Principle 11: The company treats all shareholders fairly and equitably in order to enable them to exercise shareholders' rights and have the opportunity to communicate their views on matters affecting the company. The company gives shareholders a balanced and understandable assessment of its performance, position and prospects.**

**Provision 11.1 of the Code: Company provides shareholders with the opportunity to participate effectively and vote at general meetings**

The Company supports the Code's principle to encourage communication with and participation by shareholders. Shareholders are informed of general meetings through notices published in the newspapers, through reports or circulars sent to all shareholders and via SGXNet. Shareholders are encouraged to attend the annual general meeting to ensure a greater level of shareholder participation.

# CORPORATE GOVERNANCE REPORT

## **Provision 11.2 of the Code: Separate resolution on each substantially separate issue**

All resolutions are put to vote by poll and shareholders are entitled to vote in accordance with established voting rules and procedures. An announcement of the detailed results is made after the conclusion of the annual general meeting. The Board notes that there should be separate resolutions at general meetings on each substantially separate issue and supports the Code's principles as regards "bundling" of resolutions. In the event that there are resolutions which are interlinked, the Board will provide reasons and material implications.

## **Provision 11.3 of the Code: All Directors attend general meetings**

All directors attend the general meetings of shareholders, and the external auditor will also be present to assist in addressing queries from shareholders relating to the conduct of audit and the preparation and content of the auditor's report.

## **Provision 11.4 of the Code: Company's Constitution allow for absentia voting of shareholders**

The Constitution allows a shareholder of the Company to appoint up to two proxies to attend the annual general meeting and vote in place of the shareholder, unless the shareholder is a relevant intermediary (as defined in Section 181 of the Companies Act). A relevant intermediary is entitled to appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such shareholder.

The Company's Constitution allows a shareholder who is unable to vote in person at general meeting to vote in absentia, such as via mail, electronic mail or facsimile.

## **Provision 11.5 of the Code: Minutes of general meeting are published on the Company's corporate website**

Minutes of general meetings, including relevant substantial comments or queries from shareholders relating to the agenda of the meeting and responses from the Board or the Management, are available to shareholders at the Company's website.

## **Provision 11.6 of the Code: Dividend policy**

The Company does not have a formal dividend policy. The form, frequency and amount of dividends will depend on the Group's earnings, financial position, results of operations, capital needs, plans for expansion, and other factors as the Board may deem appropriate. The Company paid an interim dividend in FY 2020 and are seeking approval from shareholders for the payment of a final dividend for FY 2020 at the annual general meeting.

## **Engagement with Shareholders**

**Principle 12: The company communicates regularly with its shareholders and facilitates the participation of shareholders during general meetings and other dialogues to allow shareholders to communicate their views on various matters affecting the company.**

## **Provision 12.1 of the Code: Company provides avenues for communication between the Board and shareholders**

The Company strives for timeliness and consistency in its disclosures to shareholders. It is the Company's policy to keep all shareholders informed of developments or changes that will have a material impact on the Company's share price, through announcements via SGXNet. Such announcements are communicated on an immediate basis, or as soon as possible where immediate disclosure is not practicable. Shareholders are provided with an update on the Group's performance, position and prospects through the Company's annual report.



The Company's half year and full year results announcements, corporate presentations, announcements and press releases are issued via SGXNet. Shareholders have access to information on the Group via the Company's website. The Company discloses all material information on a timely basis to all shareholders.

Shareholders are given the opportunity to pose questions to the Board or the Management at the general meetings. The members of the AC, NC and RC will be present at the general meetings to answer questions relating to matters overseen by the respective committees.

**Provision 12.2 and 12.3 of the Code: Company has in place an investor relations policy and the policy sets out mechanism of communication between the shareholders and the Company**

To enhance and encourage communication with shareholders and investors, the Company provides the contact information of its investor relations consultants in its press releases. Shareholders and investors can send their enquiries through email or telephone.

An investor relations strategy is in place which sets the policies to regularly, fairly and effectively communicate with our shareholders.

The Company maintains regular dialogue with shareholders through online Q&A, analyst briefings and at the general meetings.

Analyst briefings are conducted for members of the investment community and media after each results announcement. Key management personnel including the Managing Director, Executive Director and Chief Financial Officer are present in these briefings. An online Q&A session is also conducted after each result announcement for shareholders to raise their queries with regard to the results. The results announcement, the analyst briefings presentation and the online Q&A are all published on SGXNet and are also made available on the Company's website, [www.megachem.com](http://www.megachem.com) and investors' relations website, [www.shareinvestor.com](http://www.shareinvestor.com).

Please refer to Investor Relations section of this Annual Report.

## MANAGING STAKEHOLDERS RELATIONSHIPS

### Engagement with Stakeholders

**Principle 13: The Board adopts an inclusive approach by considering and balancing the needs and interests of material stakeholders, as part of its overall responsibility to ensure that the best interests of the company are served.**

**Provision 13.1 and 13.2 of the Code: Engagement with material stakeholder groups**  
**Provision 13.3 of the Code: Corporate website to engage stakeholders**

The Company has identified stakeholders as those who are impacted by the Group's business and operations as well as those who have a material impact on the Group's business and operations. Such stakeholders include employees, contractors and suppliers, government and regulators, community, and shareholders and investors. The Company engages its stakeholders through various channels to ensure that the business interests of the Group are balanced against the needs and interests of its stakeholders.

Stakeholders who wish to know more about the Group such as our business, industry, performance or sustainability practices can visit our website at [www.megachem.com](http://www.megachem.com).

# CORPORATE GOVERNANCE REPORT

## DEALING IN SECURITIES

In compliance with the Catalyst Rules on dealings in securities, Directors and employees of the Company are advised not to deal in the Company's shares on short-term considerations or when they are in possession of unpublished price-sensitive information. The Company shall not deal in and prohibits dealings in its shares by its Directors, officers and employees during the period commencing one month before the announcement of the Company's half-year and full-year financial results, and ending on the date of the announcement of the financial results.

## INTERESTED PERSON TRANSACTIONS

The Company has established procedures to ensure that all transactions with interested persons are reported in a timely manner to the AC, and that the transactions are carried out on normal commercial terms and will not be prejudicial to the interests of the Company and its minority shareholders.

The aggregate value of interested person transactions entered during FY 2020 were as follows:-

Name of interested person	Aggregate value of all interested person transactions during the financial year ended 31 December 2020 under review (excluding transactions less than \$100,000 and transactions conducted under shareholders' mandate pursuant to Rule 920)	Aggregate value of all interested person transactions during the financial year ended 31 December 2020 conducted under shareholders' mandate pursuant to Rule 920 (excluding transactions less than \$100,000)
Transportation services rendered by Ipem Automation Sdn. Bhd, a Company owned by associates of Mr Chew Choon Tee, a director of Megachem Group.	Nil (Note 1)	Nil (Note 1)
Sales of products to Chori Co., Ltd, a controlling shareholder of the Company, and its related corporations.	Nil (Note 2)	(Note 2)
Purchase of products from Chori Co., Ltd, a controlling shareholder of the Company, and its related corporations.	Nil (Note 3)	Nil (Note 3)
Purchase of products from SPCI Pte Ltd, a company of which Dr Tay Kin Bee is also a director.	(Note 4)	Nil (Note 4)

Note 1 : The Group did not engage the services of Ipem Automation Sdn Bhd during the financial year ended 31 December 2020. There was no prior shareholders' mandate obtained for these interested person transactions.

Note 2 : The Group entered into sales transactions amounting to S\$87,634 with Chori Co., Ltd and its related corporations during the financial year ended 31 December 2020 and each transaction was below S\$100,000 which fell outside of the scope of Rule 920. Trade receivables due from Chori Co., Ltd and its related corporations as at 31 December 2020 amounted to S\$87,903. Shareholders' mandate was obtained for these interested person transactions.

Note 3 : The Group did not purchase from Chori Co., Ltd and its related corporations during the financial year ended 31 December 2020. Shareholders' mandate was obtained for these interested person transactions.

Note 4 : The Group entered into purchase transactions amounting to S\$55,467 and each transaction was below S\$100,000 which fell outside the scope of Rule 920. There was no prior shareholders' mandate obtained for these interested person transactions.

### **MATERIAL CONTRACTS**

Save for the Service Agreements between the Executive Directors and the Company and transactions as disclosed in the "**Interested Person Transactions**" section above, there were no material contracts entered into by the Company or any of its subsidiaries involving the interest of the Managing Director, any director, or controlling shareholder.

### **NON-SPONSOR FEES**

S\$5,500 non-sponsor services fees was paid to its sponsor, SAC Capital Private Limited, in FY 2020 as fees for research coverage.

# INVESTOR RELATIONS

Megachem views Investor Relations (“IR”) as a strategic management responsibility that integrates corporate governance, compliance and communication with the aim to preserve our shareholders’ assets and enhance shareholders’ values.

We place great emphasis on effective communication with our shareholders. In this aspect, we endeavour to provide timely and adequate information to shareholders and effective channels for shareholders communication.

The following sections outline Megachem’s IR objectives, practices, activities and tools employed to engage and communicate with the investing community.

- Adopts a focused internal IR structure which is supported by appointing external IR advisors, Citigate Dewe Rogerson;
- Deploys a dedicated IR website ([www.shareinvestor.com](http://www.shareinvestor.com)) which is regularly updated;
- Conducts half-yearly results briefings and online Q&A session;

- Senior management including our Managing Director, Executive Director and Chief Financial Officer are present in these briefings.
- Members of the financial community and media are invited to attend these briefings.
- Supported by webcast made available on the Company’s website [www.megachem.com](http://www.megachem.com) and the IR website.

- Provides results announcements that are timely with emphasis on responsible financial reporting, business updates and prospects;
- Gives advance notice of the date of announcement of our results;
- Provides business updates where necessary to allow shareholders and investors to understand any significant changes in market trend and its impact on our business;

- Provides detailed accounts of the financial results and operating strategy in our annual report
  - Provides investor relations strategy that indicates internal and external IR contacts as well as IR websites;

In order to provide expert independent views on the Company’s performance, the research department of SAC Capital Private Limited provides stock analysis reports of each of our results announcement. These reports are posted on the Company’s website.

The results announcements, the analyst briefings presentation and the online Q&A are all published on SGXNet and are also made available on the Company’s and IR websites. Investors can also view a webcast recording of the analyst briefing at the Company’s and IR websites.

We encourage greater shareholder participation at our general meetings by giving them opportunity to air their views and to post questions regarding the company to directors and management.



## ACCOLADES

As testimony to our high level of transparency and corporate governance, we have been accorded the following:

**2020 Ranked 85th** in the 2020 Singapore Governance and Transparency Index (SGTI)

**2019 Ranked 93rd** in the 2019 Singapore Governance and Transparency Index (SGTI)

**2018** Singapore Corporate Awards: **Best Managed Board (Bronze)** in the "less than \$300 million market capitalisation" category

**2018 Ranked 78th** in the 2018 Singapore Governance and Transparency Index (SGTI)

**2017** Singapore Corporate Awards: **Best Annual Report Award (Gold)** in the "less than \$300 million market capitalisation" category

**2017 Ranked 56th** in the BT Governance and Transparency Index

**2016** Singapore Corporate Awards: **Best Annual Report Award (Silver)** and **Best Investor Relations Award (Gold)** in the "less than \$300 million market capitalisation" category

**2016** SIAS Investors' Choice Awards: **Most Transparent Company (Runner up)** (Catalist category)

**2016 Ranked 37th** in the BT Governance and Transparency Index

**2015** Singapore Corporate Awards: **Best Managed Board (Gold), Best Chief Financial Officer, Best Annual Report Award (Silver) and Best Investor Relations Award (Bronze)** in the "less than \$300 million market capitalisation" category

**2015** SIAS Investors' Choice Awards: **Most Transparent Company (Runner up)** (Catalist category)

**2015 Ranked 60th** in the BT Governance and Transparency Index

**2015** IR Magazine Awards: **Best Investor Relations** by an SGX Catalist company

**2014** Singapore Corporate Awards: **Best Investor Relations Award (Bronze) and Best Annual Report Award (Bronze)** in the "less than \$300 million market capitalisation" category

**2014 Ranked 64th** in the BT Governance and Transparency Index

**2013** SIAS Investors' Choice Awards: **Most Transparent Company (Catalist category)**

**2013** Singapore Corporate Awards: **Best Annual Report (Silver)** (category for companies with less than \$300 million market capitalisation)

**2013** IR Magazine Awards: **Best Investor Relations** by an SGX Catalist company

**2013 Ranked 49th** in the BT Governance and Transparency Index

**2012** Singapore Corporate Awards: **Best Annual Report (Bronze)** (category for companies with less than \$300 million market capitalisation)

**2012 Ranked 115th** in the BT Governance and Transparency Index

**2011** Singapore Corporate Awards: **Best Annual Report (Bronze)** (category for companies with less than \$300 million market capitalisation)

**2011 Ranked 62nd** in the BT Governance and Transparency Index

**2010 Ranked 235th** in the BT Governance and Transparency Index

**2009 Ranked 196th** in the BT Governance and Transparency Index

**2007** Singapore Corporate Awards: **Best Annual Report (Bronze)** (Sesdaq category)

**2006** Singapore Corporate Awards: **Best Annual Report (Silver)** (Sesdaq category)

### IR Contact

#### Company

Francis Yau Thiam Hwa  
Chief Financial Officer  
Megachem Limited  
Tel: 6933 9999  
Email: fsyau@sg.megachem.com

#### External Consultant

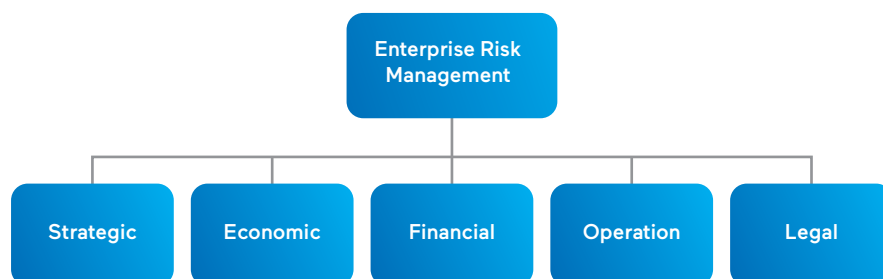
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For more information, please visit  
[www.megachem.com](http://www.megachem.com)

# RISK MANAGEMENT

## RISK MANAGEMENT

Recognizing the importance of risk management in providing sustainability to our business and in preserving our shareholders' value, Megachem is committed to incorporate effective risk management practices into our organizational processes to mitigate and manage each of these risks.



Megachem has identified 5 main risk components within its risk management framework.

### A. Strategic Risk

The Executive Committee and Board members collectively formulates the strategy and charts the directions for the Group. The progress of implementation of the strategy is monitored and reviewed annually. In the process of strategy formulation and review, we evaluate the external environmental factors such as the risk profile of the industry, competitive forces within the industry, opportunities and threats, as well as the internal factors such as our key competitive strengths and weaknesses, our market position and growth strategy.

The Company views the current strategy of building our growth around our distribution and contract manufacturing activities as the 2 pillars of growth and the business model of diversification in terms of markets, customers, products and suppliers as being robust and sustainable.

### B. Economic Risk

- **Global economy**

Macro indicators and sentiment suggest the COVID-19 led recession might have already hit a bottom. The discovery of COVID-19 vaccine also raises hope that this pandemic may be contained in the future. However, any further resurgence of COVID-19 may result in an uneven recovery. In addition, political tension between the two major economic powers of the world remains unabated. Inevitably, the impact will be felt in the chemical industry which will in turn have an adverse effect on our performance.

- **Financial market risk**

Financial market activity and economic growth are closely linked. Many have warned of stretched market valuations. Should financial market risk escalate into a major correction, it may have an impact on economic growth and hence on our business prospect.

- **Surging Shipping Cost**

The pandemic and uneven economic recovery has led to a critical shortage of containers in recent months, driving up shipping cost. This may dampen demand for chemicals until the supply of container capacity normalises.

- **Volatility in energy prices**

Oil prices has staged a remarkable rebound in the later part of 2020. Any further escalation in oil prices may push freight rates and chemical prices higher which may in turn dampen demand for chemicals. Specialty chemicals are not immune to oil price fluctuations but, in contrast to bulk chemicals, it is less susceptible due to the fact that they are more downstream product whose usage in the finished product is smaller.

### C. Financial Risk

Megachem's activities expose it to a variety of risks and unpredictability of the financial markets such as changes in foreign currency exchange rates and interest rates. The following sections outline the practices with respect to our financial risk management.

- **Foreign Currency Risk**

We operate internationally and is exposed to foreign currency risks arising from various currency exposures primarily with respect to United States Dollar, Euro Dollar, Sterling Pound, Japanese Yen and Malaysian Ringgit.

Forward currency contracts are entered into to hedge certain of its exposures to foreign currency risk. General guidelines are set with regard to the level of hedging and the type of hedging instruments that Megachem undertakes. Authority matrix is also in place that sets the authorized personnel and his/her authorization limits for hedging.

The Executive Committee monitors the foreign currency exposure on a monthly basis through monthly executive committee reports.

- **Interest Rate Risk**

Interest rate risk arises mainly from our borrowings which are mainly at floating interest rates. Although market interest rates have been falling and are now at historical low, any rise in interest rates in the future will increase our borrowing cost. Megachem manages its interest rate risk by keeping borrowings to the minimum required to sustain our operations.

- **Credit Risk**

We sell our products globally which thus increases the risk of payment default by our customers. We manage our credit risk by diversifying credit risk exposure and

dealing with high credit quality counterparties. As such, Megachem has no significant concentration of credit risk. Policies are in place to ensure that the sale of products and services are made to customers with an appropriate credit history and obtaining sufficient security and/or credit insurance where appropriate to mitigate credit risk.

#### • Liquidity Risk

The emergence of COVID-19 has also led to banks taking a more prudent stance in its lending activities. This can put further strain on companies which are heavily reliant on bank borrowings. Notwithstanding the fact that we partly rely on bank borrowings to fund our operations, our low gearing and sound liquidity put us in a healthy financial position. Thus far, our banks have remained very supportive even during this health and economic crisis. We manage liquidity risk by maintaining sufficient cash balances and availability of funding through an adequate amount of credit facilities at all times.

#### • Capital Risk

Our objectives when managing capital are to safeguard Megachem's ability to continue its business operations as a going concern and to maintain an optimal capital structure so as to maximise shareholders' value.

In order to maintain or achieve an optimal capital structure, we seek to strike a balance between debt and equity and capping our financial gearing at a comfortable level.

### D. Operational Risk

#### • IT Security

Megachem adopts the following 3 key principles in its IT security management:

Confidentiality – information should not be disclosed to unauthorized individuals or systems.

Integrity – important data should not be modified by unauthorized individuals or systems.

Availability – information should be readily available when needed even at times of any disruption.

With this in mind, we have in place the following measures:

- physical security is enhanced by installing security cameras at our premises which can be monitored via IP addresses;

- content filtering has been enabled to prevent viewing inappropriate web sites or content and also to prevent access by known malware hosts;

- disaster recovery procedures are implemented such that in the event of any system breakdown, our operation can continue with little disruption. Key applications can be run at third party disaster recovery sites located away from our premises. Overseas operations will also be able to access the disaster recovery sites via virtual private network access;

- databases are backed up daily and kept in fire rated safe at disaster recovery sites;

- policies are documented and our people are constantly oriented to adhere to the approved policies and procedures; and

- internal and external IT security audits are conducted annually.

#### • Process Execution

Failure in operational and business processes can jeopardize our Company's competitiveness. In order to minimize process risk, we seek to standardize our processes throughout its entire organization by adopting international Quality Management standards within the framework of ISO9001. Guided by this Quality Management System, we are able to consistently deliver quality in our products and services with an impeccable level of service.

#### • Business Continuity

For the same reason as explained above, Megachem has implemented a Business Continuity Management ("BCM") program which aims to ensure continuity of our key functions and processes, in part and/or in whole in the event of any unforeseen disruptions, in order to fulfill our obligations and to protect our reputation and branding.

The BCM program involves the integration of management, people, system and facilities. The framework covers:

- conducting context analysis and understanding needs and expectation of interested parties such as our customers, regulators, government agencies etc;
- conducting risk assessment and business impact analysis periodically;
- evaluating recovery strategies to be implemented; and

- documenting and communicating detailed plans and measures to recover, restore and return business processes to pre-incident level to all interested parties.

Megachem is proud to achieve ISO22301 : 2012 certification for our BCM program.

### E. Legal Risk

#### • Business Ethics

Compliance with rules and regulations is set as a fundamental principle with which we conduct our business. Through staff induction program and continuous education, this principle is being reinforced to ensure that we continue to comply with all relevant rules and regulations.

Anti-graft laws are increasingly being enacted globally such as the US Foreign Corrupt Practices Act and UK Anti-Bribery Act. Recognizing the adverse impact of non-compliance on our Company's reputation and the potential loss of business, Megachem puts integrity at the core of our corporate value system. The business conducts of all employees of the Group are guided by a Business Ethics Guide which provides guidance on areas such as anti-bribery, corruption, conflict of interest, Intellectual Property protection, insider trading and fraud. These Code of Business Ethics are strictly binding for all employees in the respective countries in which we operate. Trainings are provided during staff induction program and refresher trainings are also provided. This Code demonstrates our commitment to integrity in the workplace and in the way we conduct our business.

#### • Industry Specific Regulations

Various government agencies also imposed industry-specific regulations. In this area we collaborate closely with these agencies on educational programs and exercises to keep ourselves up to speed with changes in their rules and regulations. (For more information, please refer to Sustainability : Health, Safety and Environment section.)

#### • Stock Exchange Listing Rules

Guided by our Catalist Sponsor, listing rules are constantly being observed and followed. All announcements are perused by our Catalist Sponsor before they are released. Our Catalist Sponsor is also frequently being engaged in board discussion on matters relating to listing rules compliance.

**SUSTAINABILITY  
REPORT**





# SUSTAINABILITY REPORT

## BOARD STATEMENT

Our world is confronted with unprecedented challenges such as climate change, scarcity of natural resources, poverty, human health and safety issues. One that stood out in 2020 was the COVID-19 pandemic which swept across the globe. It disrupted supply chains, shuttered many businesses and rendered many jobless. Number of people that were infected exceeded 100 million and more than 2 million died as a result. This unfortunate event has raised global awareness of public health and safety issue and the urgency of addressing it as part of a global effort to make this world a safer place to live in. Fuelled by these challenges, Sustainability has become an even more pressing issue.

At Megachem, we recognise this and view Sustainability as a shared responsibility towards improving not only our business but also our society and the quality of lives for everyone.

As a company, we do not exist in a vacuum. We are part of the economic, environmental and social ecosystem. We will therefore work closely with all our stakeholders to contribute towards a global effort to meet these challenges and integrate Sustainability into our business models.

Since we embarked on this Sustainability journey, we have made incremental steps to improve our Sustainability program. The key areas in 2020 are as follows:

### Business Continuity

- The resources and efforts committed to improving our business continuity management even before the pandemic hit us enabled us to continue our business without much disruption to our daily operation.

### Environment/Health/Safety

- In recognition of our efforts in meeting international environment, health and safety standards, the Singapore Chemical Industry Council accorded us, under the Responsible Care program, Gold award in the category of Community Awareness and Emergency Response as well as Achievement awards in Employee Health and Safety and Distribution.
- In a Sustainability assessment in 2020 conducted by independent rating firm, EcoVadis, Megachem attained Gold status and was ranked in the 97th percentile among the companies assessed by them.
- We have adopted the Global Product Strategy (GPS) from International Council of Chemical Associations on the evaluation of Chemical Risk Assessment since 2018 and established a Product Safety Summary as well as Product Safe Handling Guide on high-risk products.

### Governance

- In the Singapore Governance and Transparency Index (SGTI) 2020, our ranking among the public-listed companies in Singapore improved from 93 to 85

### Social

- We continue to provide equal opportunities to our employees by embracing diversity in terms of gender, age and nationality.



- While many have lost their jobs during the pandemic, we have safeguarded jobs for our people. This is possible because of the robustness of our business continuity management and the resilience of our business model.

- During the pandemic, we also provide a safe environment for our staff by adhering to safe management measures.

Looking ahead, we will be increasing our focus in the following areas:

- expanding our product portfolio with more sustainable products that has lesser environmental impact,
- working across our value chain to incorporate sustainability into our business strategy,
- creating greater awareness of sustainability issues and good sustainability practices in our daily operation,
- striving and working together with major stakeholders in the chemical industry in adopting higher standards of Sustainability practices.
- Last but not least we will maintain a business continuity management program that is robust enough to face challenges posed by the present and future pandemic.

Together, we shall strive with passion to make a lasting, positive difference in people's lives and instill this value into our corporate culture.

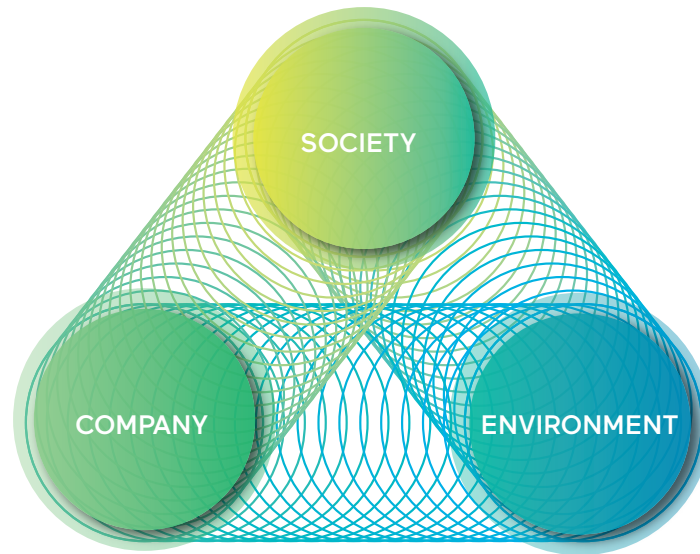
**Managing Director**  
**Sidney Chew Choon Tee**

*On behalf of Megachem's Board of Directors*

# SUSTAINABILITY REPORT

## ORGANISATIONAL PROFILE

### Megachem Sustainability Vision

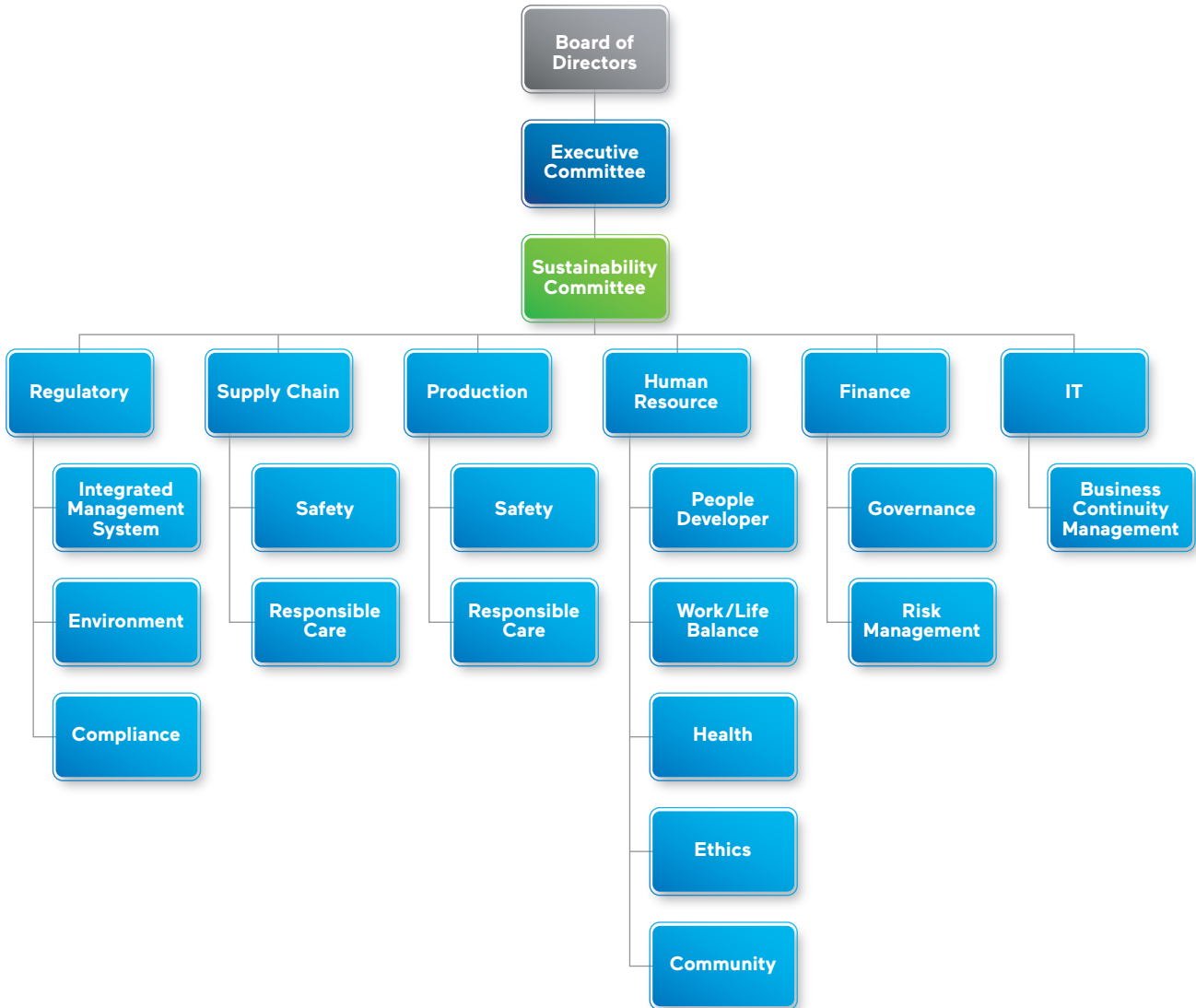


For Megachem, our Sustainability Vision is to align our economic success with environmental and social responsibility. We recognize that the environmental and social interaction with our community affect our long term organizational success and thus the need to manage not only corporate and financial performance but also the environmental and social impact of our business.

Guided by our Sustainability Vision, our objectives are to:

- achieve high standards of health and safety throughout our value chain;
- protect our environment;
- be a preferred employer by providing a working environment where people can feel a sense of belonging;
- adopt best business practices and comply with all applicable rules and regulations;
- manage our risk to safeguard our economic sustainability; and
- be a responsible member of society

## Sustainability Leaders



Steering our Sustainability journey are representatives from each functional team within the Group who collectively forms the Sustainability committee. This committee reports to the Executive Committee and is supported by various working groups.

The Sustainability committee meets regularly to review the progress of our Sustainability programs and where necessary, these are escalated to the Executive Committee

# SUSTAINABILITY REPORT

## External Charters, Principles or Other Initiatives

Megachem is committed to conduct our business in a responsible and sustainable manner. We have therefore aligned our operations and business practices with industry/ market accepted principles and standards such as:

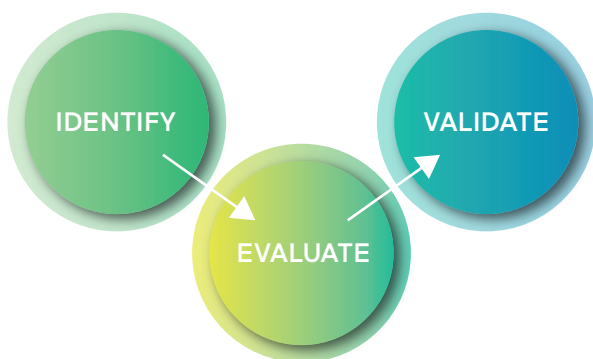
- Responsible Care® - a global environmental, health and safety (EHS) performance initiative for the chemical industry,
- Integrated Management System (ISO9001, OHSAS18001, ISO14001) and ISO22301, a system that integrates all of an organization's policies, processes and procedures into one complete framework, enabling an organization to work as a single unit with unified objectives,
- EcoVadis Sustainability Assessment System – an assessment system used widely in the chemical industry and assesses companies in the areas such as environment protection, labour practices, fair business practices and sustainable procurement,
- People Developer – a certification that recognizes organizations that invest in their people and have a comprehensive system to manage the development of their people.

## Member of Industry Associations

We are a member of Singapore Chemicals Industry Council and collaborate with them to continuously improve EHS performance in the chemical industry.

## MATERIALITY ASSESSMENT

### Process for defining report boundaries and content



The assessment of our Material Aspects is conducted in accordance with guidelines and framework established by GRI.

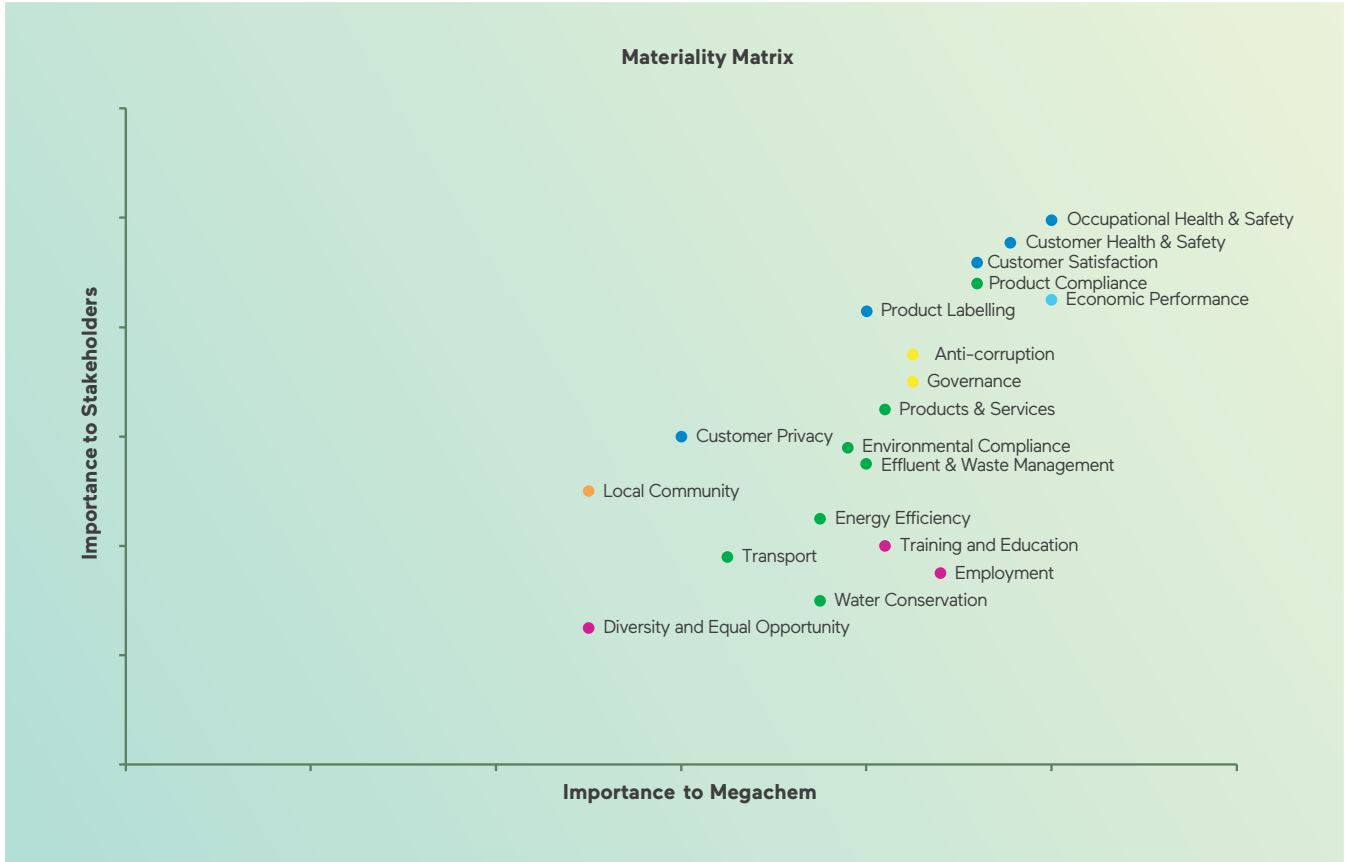
Our Sustainability Committee identified the material aspects based on feedback garnered from our stakeholders and internal reviews.

The material aspects are evaluated against 2 criteria: importance to stakeholders and importance to Megachem (in terms of the significance of its impact on economic, environment, social and governance).

These are then validated and approved by the Executive Committee headed by our Managing Director.

## Our Material Aspects

MATERIAL ASPECTS	
Category: Governance	Governance
Category: Economic	Economic Performance
Category: Environment	Energy Efficiency Water Conservation Effluent & Waste Management Products & Services Environmental Compliance Transport
Category: Social	
sub-category: Labour Practices & decent work	Employment Occupational Health & Safety Training and Education Diversity and Equal Opportunity
sub-category: Society	Local Community Anti-corruption
sub-category: Product Responsibilities	Customer Health & Safety Product Labelling Product Compliance



### Aspect Boundaries

Within the Organisation :

All entities and employees within the Group (excluding associated company) unless otherwise stated.

Outside the Organisation :

Customers, suppliers, investors/ shareholders, regulators and community.

# SUSTAINABILITY REPORT

## STAKEHOLDERS ENGAGEMENT

Our Sustainability approach takes into account the sustainability issues facing our stakeholders. Their feedback helps us develop our materiality matrix and define our future targets.

These stakeholders are identified as being critical to our ability to implement our strategies and achieve our objectives.

To achieve this, we maintain a culture of engagement and a channel of open communication with our stakeholders.

Stakeholders	Stakeholders Engagement	Stakeholders Feedback
Employees	<p>Megachem views employee engagement as one of the crucial vehicle to drive business excellence and we do this through:</p> <ul style="list-style-type: none"> <li>our Training Needs Analysis which incorporates learning requirements on an organizational, functional and individual level and translates to a training blueprint for departmental and organizational-wide training,</li> <li>Kaizen which focuses on continuous improvement and innovation through employees participation,</li> <li>Employee Opinion Sharing which is a communication channel for employees' feedback and opinion</li> </ul>	<p>People Developer's report in previous renewal shows positive results especially in learning, development and innovative culture.</p> <p>People Developer certification has been discontinued in September 2020 by Enterprise Singapore. Notwithstanding, the mindset and practice of business excellence are still relevant and the key elements are being adopted or leveraged by our company.</p>
Customers	<p>At the heart of our strategy is our customer-centric approach to conducting our business. Essential to this customer-centric approach is customer engagement.</p> <p>We engage with our customers :</p> <ul style="list-style-type: none"> <li>through collaboration, information sharing and regular communication,</li> <li>customers' satisfaction survey where customers' feedback on Megachem's performance, products and services are garnered..</li> </ul>	<p>In the Customer Satisfaction Survey done in 2020, we scored well in the categories of sales support and customer enquiry, compliance to business code of conduct, order processing accuracy and on-time delivery.</p>
Suppliers	<p>We build close relationship with our valued suppliers to ensure deeper market penetration and supply continuity.</p> <p>We create a channel for feedback to our suppliers on the quality of products supplied to us.</p> <p>We also assess and audit our top suppliers to ensure we provide quality products to our customers through our vendor evaluation program.</p> <p>Our suppliers also assess us to ensure we meet their sustainability standards.</p>	<p>Suppliers increasingly value the importance of sustainability in our working relationship with them.</p> <p>Megachem will consistently carry out our sustainability programs to meet requirements of suppliers.</p> <p>In a Sustainability assessment in 2020 conducted by EcoVadis, Megachem attained Gold status and was ranked in the 97th percentile among the companies assessed by them.</p>

Investors/ Shareholders	<p>We place great emphasis on effective communication with our shareholders by providing the following channels of communication:</p> <ul style="list-style-type: none"> <li>• a dedicated IR website <a href="http://www.shareinvestor.com">www.shareinvestor.com</a> which is regularly updated and provides investors with email alerts of latest announcements</li> <li>• results briefings where analysts, investors and media are invited</li> <li>• online Q&amp;A are conducted with shareholders and investors</li> <li>• results announcements, results presentation, press releases, online Q&amp;A are made available at our website and at SGXnet</li> <li>• webcast of the results briefings are uploaded to our website</li> <li>• AGM where greater shareholders' participation are encouraged.</li> </ul>	We have been well-recognised in areas such as shareholders communication, transparency and governance.
Regulators	<p>We participate in seminars conducted by our stock market regulators to keep ourselves abreast of changes in rules and regulations.</p> <p>We conduct various exercises and events to educate our stakeholders the importance of safety.</p> <p>We seek to comply with regulatory bodies such as Singapore Civil Defence Force (SCDF), National Environment Agency (NEA), Singapore Police Force (SPF), Singapore Customs, Central Narcotics Bureau (CNB), Health Sciences Authority (HSA), Agri-Food &amp; Veterinary Authority (AVA).</p>	Company Emergency Response Team audit reveals good response to different emergency scenarios.
Community	We engage with our community by working with various social organisations as well as with various stakeholders such as supplier, customer and industry peers in increasing safety awareness.	We received positive response in our initiative.

# SUSTAINABILITY REPORT

## REPORT PROFILE

This report summarises our approach and practices towards Sustainability and represents our belief that Sustainability is an important aspect of our business.

### Reporting Period

1 January 2020 – 31 December 2020

### Date of first Sustainability report

2015

### Reporting Cycle

Annual based on Megachem's financial year.

### Feedback

We welcome feedback from all stakeholders. Please send questions, comments, suggestions or feedback relating to this report to [sustainability@sg.megachem.com](mailto:sustainability@sg.megachem.com).

### Methodology

We have transitioned from GRI G4-Core to the revised GRI Standards-Core Option reporting guidelines since 2018.

We have not sought external assurance for this report.

## GOVERNANCE

### Corporate Governance

#### Objective

To ensure that our business is sustainable, Megachem believes strongly in upholding the highest standards of corporate governance. We strive to ensure that the value of good governance is deeply embedded in our corporate culture and entrenched in our policies and processes.

### Approach

We adopt the Code of Corporate Governance established by the Monetary Authority of Singapore and Singapore Exchange Securities Trading Limited. Our Corporate Governance Code is reviewed and endorsed by our Board of Directors annually.

\* More details about our corporate governance practices can be found in the Corporate Governance Report section of this annual report.

### Performance Highlights

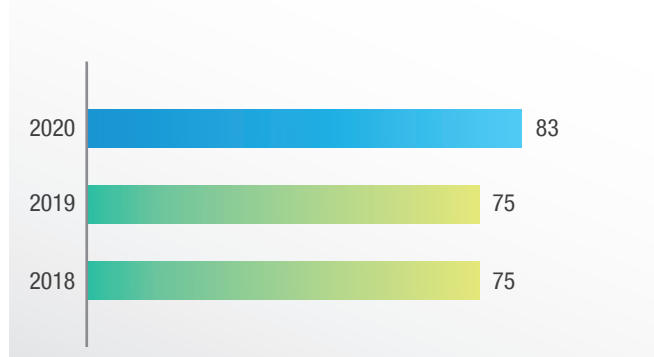


As a testimony to our high level of corporate governance, Megachem has been accorded many awards in the past. At the Singapore Corporate Awards 2018, Megachem Limited was awarded the Best Managed Board Award (Bronze) in the "less than \$300 million market capitalisation" category.

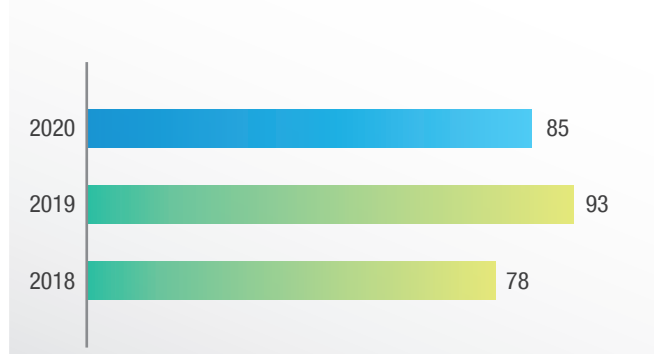
In the Singapore Governance and Transparency Index (SGTI) 2020 which ranks listed companies on its governance and transparency practises, Megachem was ranked highly among all listed companies in Singapore, coming in 85th in 2020, an improvement from 93rd in 2019 and attained a score of 83 compared to 75 the year before.



### SGTI Score



### SGTI Rank



Megachem will continue to uphold the principles of good governance which in turn enhances the sustainability of our business.

#### Targets & Plans

To improve or maintain the current SGTI score.

### Ethics & Integrity

#### Objective

To uphold high standards of business ethics and integrity.

#### Approach

Megachem has established a Code of Business Ethics that sets the principles of business ethics for the Group and covers areas such as business conduct, protection of Company's assets, confidentiality of information, anti-bribery/corruption and conflicts of interest. All staff of the Group are expected to uphold high standards of integrity that are in compliance with the Code of Business Ethics as well as laws and regulations of the countries in which it operates. Awareness is created by conducting briefings for all staff. All staff are also required to sign acknowledgement of their awareness of our Corporate Code of Ethics and declare any existing or potential conflicts of interest to the management.

### Risk Management

#### Objective

To ensure our business is sustainable and to preserve our shareholders' value.

#### Approach

Recognising the importance of risk management in providing sustainability to our business and in preserving our shareholders' value, Megachem is committed to incorporate effective risk management practices into our organizational processes to mitigate and manage each of these risks.

\* More information on how we manage our risks can be found in the Risk Management section of this annual report.

### Performance Highlights

In FY2020, a review of our enterprise risk management was conducted where significant risks, their impact and the mitigating factors were discussed and updated.

#### Targets & Plans

To conduct annual review of the risk assessment and mitigation factors in response to changes to internal and external factors.

# SUSTAINABILITY REPORT

## ECONOMIC

### Objective

To Create Long-term Sustainable Value for our shareholders.

### Approach

Megachem adopts a 2-pronged approach:

- preserve shareholders' value by building resilience throughout its business operations;
- enhance shareholders' value through a robust strategy with a focus on delivering long term sustainable growth.

### Performance Highlights

	2016	2017	2018	2019	2020
Net Profit after tax (S\$'mil)	2.2	4.2	4.3	4.0	5.3
Shareholders' Equity (S\$'mil)	42.0	44.6	47.2	49.6	52.4
Earnings per share (cents)	1.53	3.18	3.06	2.88	3.85
Net Dividend/share (cents)	1.2	1.2	1.5	1.5	1.5
Dividend Yield %	3.0%	2.8%	4.1%	4.8%	4.8%
Share Price Appreciation (%)	22.2%	-6.8%	-22.0%	-6.3%	10.0%
Total Shareholders Return (%)	25.2%	-4.0%	-17.9%	-1.4%	14.8%

## ENVIRONMENT

### Objective

We are committed to environmental protection and conservation of resources.

### Approach

Our efforts in this area includes reducing paper, electricity and water consumption, reducing waste water generation, paper recycling and adopting proper chemical waste treatment methods.

### Energy

Most of our office lighting systems uses energy saving features to reduce electricity consumption. Through regular preventive maintenance, we make our manufacturing facility run more efficiently which will in turn minimize energy consumption.

### Water, Effluent & Waste

Megachem implemented LEAN methodology, a systematic approach to reduce or eliminate activities that don't add value to the process. Arising from this exercise, we managed to reduce the quantity of waste water generation. By standardizing washing procedure for different types of products based on its chemical properties, developing training programs for operator on washing process and implementing water recycling program, we are able to reduce waste water.

We ensure that chemical wastes are treated responsibly by engaging licensed industrial waste treatment companies.

Product and sales information such as product and material safety data sheets are maintained in our system and transmitted to our customers electronically thus reducing usage of paper. Sales invoices are also increasingly being transmitted electronically.

### Products and Recycling of packaging materials

Megachem practises 'reduce, reuse and recycle' of packaging material whenever we can. Packaging material such as wooden pallet or plastic pallet are reused in the factory. We also collaborate with customers to reuse packaging materials whenever possible.

### Environmental Impact of transporting goods

Most of our delivery trucks are in compliance with the EURO V standard which helps to reduce the emission of CO2 and other gases.

In addition, we work with customers to optimize the delivery schedule, taking advantage of consolidation opportunities whenever possible in order to achieve fuel and CO2 emissions reduction.

### Deforestation

Among other factors, greenhouse gas emissions from deforestation is contributing to climate change. Working with suppliers and customers, Megachem is making efforts to reduce deforestation from the chemical supply chain. For example, in the sourcing for paper materials, we will try to source for materials that are made from renewable fibres and certified by international certification organization which promotes sustainable forest management.

### Compliance

In 2020, Megachem did not incur any significant fines for non-compliance with environmental laws and regulations (2019: nil).

### Earth Day

Every year, Earth Day aims to encourage people around the world to be more environmental-friendly.

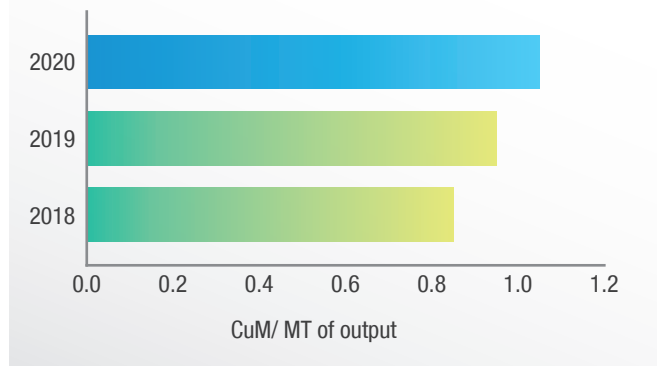
On this day, Megachem around the world turned off all lights for an hour to support the Global Earth Day initiative



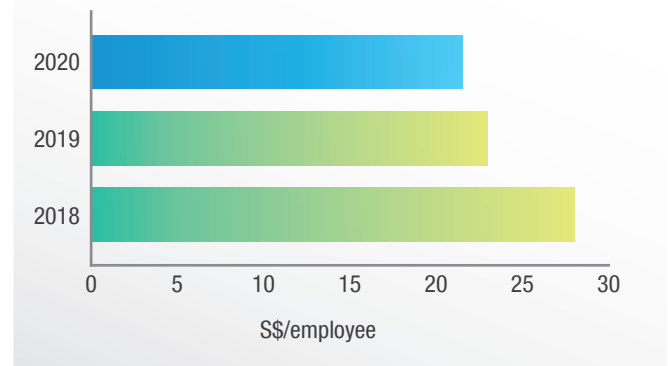
# SUSTAINABILITY REPORT

## Performance Highlights

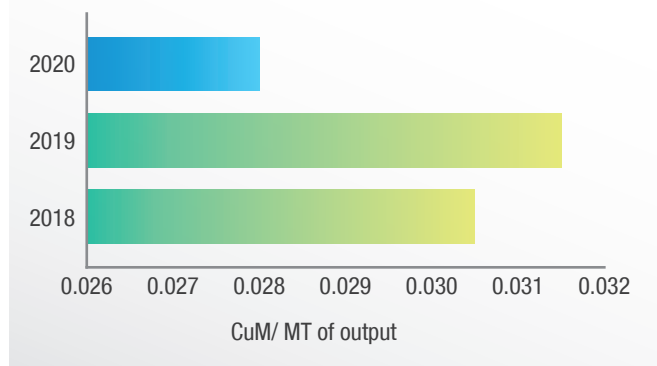
### Water Consumption (Singapore)



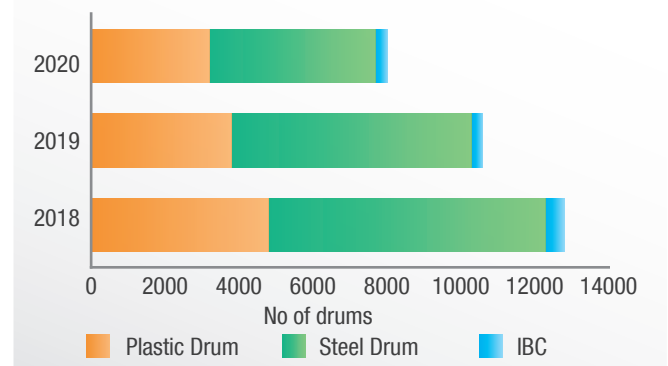
### Paper Usage



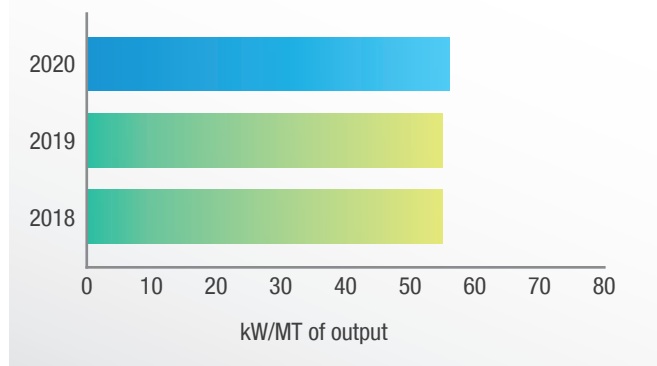
### Waste Water Generation (Singapore)



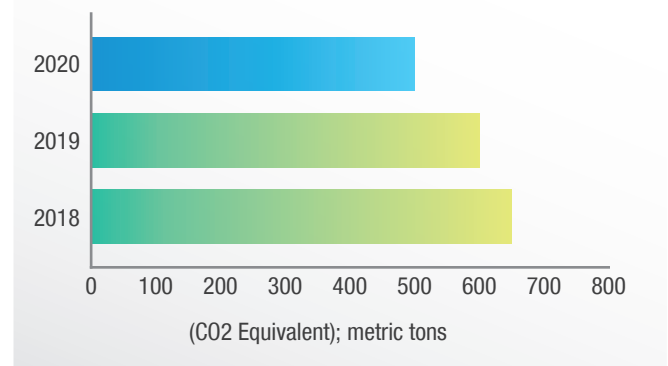
### Recovered Packaging



### Electricity Consumption (Singapore)



### Greenhouse Gas Emission (in Singapore)



TARGETS & PLANS	
1. (a) Chemical waste generated not exceeding	Maximum 0.5kg per 1000kg Purchase Order quantity
(b) Energy consumption (non-production activities)	Reduce 5%
(c) Waste water generated from production (average per blending)	Reduce 4%
2. To comply with all operating requirements and conditions required by legislation relevant to environmental management	0 non-compliance

## SOCIAL - Product Responsibilities

### Health & Safety

#### Objective

We take pride in our commitment to maintain high level of health and safety standards. They are the foundations of trust that our people, customers and vendors place in us. We therefore aim to achieve uncompromised level of health and safety standards in our plants, products and processes.



### Approach

The framework for our Health, Safety and Environment (“HSE”) management is modelled after international standards. We have attained international certification such as the ISO 14001:2015 and ISO 45001:2018 certification and are a member of the Responsible Care Program.

We have also received several Responsible Care Awards for attaining excellence in meeting international HSE standards from the Singapore Chemical Industry Councils. Internal and external audits are being conducted to ensure that our HSE programs consistently meet international standards.

Safety Data Sheets detailing health, safety and environment measures are available for all products that we handle. In our Product Stewardships Program, we conducted Global Product Strategy evaluation on existing products range to layout and execute the risk management based on the evaluated hazard assessment and risk characterization. The risk of prioritized products are communicated with the various interested parties, including warehouse personnel, and customer on the Products Safety Summary and Safety Handling Guidelines.

Our plants are built to meet stringent regulatory requirements in relation to Health & Safety (“H&S”) and our processes are designed with features to reduce H&S risk. Our goal is to operate the plant safely with no leaks or incidents that may cause serious injury to our employees, contractors or neighbors. We routinely prepare and practice our emergency response to potential incidents such as chemical spill or a fire. This involves working closely with the Singapore Civil Defence Force to jointly test our emergency response plans and procedures. The joint exercises continually improve our readiness to respond. If an incident does occur, we have procedures in place to mitigate the risk and reduce the impact on people and the environment.

Megachem’s employees operate a large number of vehicles such as delivery trucks, high reach trucks and forklift trucks on our company’s premises and on public roads every day. There are serious risks and hazards associated with it and can cause significant harm to the environment as well as humans if accidents occur. At Megachem, we are aware of the risks and hazards and we have programmes to ensure that the drivers are well-trained and the equipment are in good condition to carry out daily job requirements. Drivers for delivery trucks undergo special safety training and possess hazardous transport driving permit (“HTDP”). They are also trained in safe loading methods, securing of cargo and understand how to react during an emergency according to the transport emergency response plan (“TERP”). The vehicles are also equipped with GPS and tracking device with speed limit alert. Their driving skills are regularly assessed by the supervisor. The vehicles are also regularly inspected and maintained by certified third party service provider. The delivery trucks are also subjected to inspection by the regulatory body such as Singapore Civil Defence Force (“SCDF”) and Land Transport Authority (“LTA”).

# SUSTAINABILITY REPORT

Employees are required to wear suitable safety clothing and personal protection equipment such as helmet, safety shoes, reflective clothing at work. Pathways are appropriately indicated in Megachem's premises. As a result of the programmes in place at Megachem, we are not only able to reduce the number of incidents/accidents, but also able to increase the safety awareness of our employees.

The production and use of chemicals in workplaces present one of the most significant challenges in workplace protection programs. As part of our Company's efforts, we strive to ensure the safety and health of the employees in Megachem. Workplace safety and health is an important practice toward this goal. In order to enhance and promote safety awareness, a Safety Day program is organized for our employees, some of our customers and suppliers as well as our neighbours. For this event, SCDF officers provide us with better understanding of safety standards in handling flammable and hazardous chemicals. The other activities of this program include safety video sharing, safety quiz and safety games.

Sourcing for the right 3<sup>rd</sup> party provider to store our products is of paramount importance to our business. We have developed a warehouse assessment checklist to ensure that the 3<sup>rd</sup> party provider adhere to our storage requirements and to acceptable safety, health, environment and security standards.

## Performance Highlights

For 2020, there has been no cases of non-compliance with health and safety regulations.

	2018	2019	2020
Man Days Lost	3	0	0
No of Industrial Accident (Singapore)	1	0	0

## Targets & Plans

To achieve zero reportable accident.

To comply with occupational health and safety requirements of all employees with no findings from authority.

## Sustainability : COVID-19 Pandemic

The COVID-19 pandemic shocked the world and put the resilience of our system, processes and people to the test. Our investments in robust software and security system and the early adoption of digitalisation and technology enabled us to continue our business without much disruptions. Hence we stood up to the test well and emerged from this crisis relatively unscathed.

SYSTEM	PROCESSES	PEOPLE
<ul style="list-style-type: none"> <li>activating and aligning our business continuity plan to the pandemic</li> <li>assessing cybersecurity risk</li> </ul>	<ul style="list-style-type: none"> <li>early adoption of digital technology</li> <li>diversifying supply sources</li> <li>realigning purchasing and inventory management to customers' needs</li> </ul>	<ul style="list-style-type: none"> <li>adhering to COVID-19 safe management measures</li> <li>mobilising people in key functions to reduce disruption to operation</li> </ul>

## Product Labelling

### Objective

To protect humans and environment against hazardous chemicals as well as to facilitate international trade by ensuring that all chemicals moving into and out of a country are classified, packaged and labelled in accordance with a globally harmonised system.

### Approach

Another way in which Megachem contributes to international chemical safety is through our support of the United Nations' initiative to implement a Globally Harmonized System ("GHS") of Classification and Labeling of Chemicals. GHS is a system for chemical classification and hazard communication through harmonised provisions for standardized labels and safety data sheets.

## Performance Highlights

The GHS system of chemical classification is being adopted.

In 2020, there has been no cases of non-compliance with regulations concerning product labelling (2019: nil).

### Target

Zero cases of non-compliance

## Customer Satisfaction

### Objective

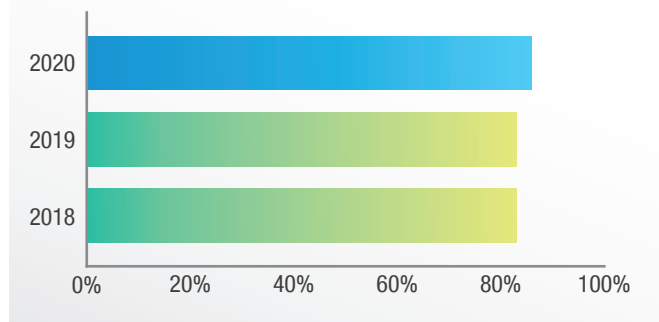
To ensure our products and services are delivered to the satisfaction of our customers.

### Approach

Megachem measures customer satisfaction through annual survey and seeks continuous improvement so as to deliver total customer satisfaction.

## Performance Highlights

### Customer Satisfaction



The customer satisfaction survey has been reviewed and areas for improvement have been identified.

### Targets & Plans

To achieve customer satisfaction level of at least 85%.

### Customer Privacy

#### Objective

To protect customers and suppliers intellectual property (“IP”) rights and privacy.

#### Approach

Megachem ensures that only relevant employees have access to customers and suppliers confidential information and that such information are properly stored and secured.

In order to protect intellectual property rights of our customers and suppliers, their IP rights are used only to the extent stipulated in non-disclosure agreements with them.

#### Performance Highlights

We have not received any substantiated complaints relating to breach of customer privacy or loss of customers data (2019: nil).

### Sustainable Products

#### Objective

To include sustainable products in product portfolio.

### Approach

Major chemical producers are increasingly focused on developing products which reduces environmental impact, thereby providing sustainable alternatives to conventional products. As a distributor of chemicals, our goal is to add more of such sustainable products into our product portfolio and introducing them to our customers, hence contributing to the industry’s sustainability objectives.

### Product Compliance

#### Objective

To comply with relevant regulations concerning the sale of our products.

#### Approach

In the European Union (“EU”), all imported or manufactured chemical substances above a quantity of one tonne per year are subject to registration under Registration, Evaluation, Authorisation and Restriction of Chemicals (“REACH”) regulations. Similar registration requirements and regulations exist for other markets. In Canada, the United States, Australia, Korea, China and Turkey, for example, notification is also mandatory for new chemicals on the market.

In Megachem, our regulatory compliance team together with our supply chain team ensures that information required from our suppliers to comply with the REACH regulations are accurate and complete and that they are readily available for submission to the regulatory authorities.

In order to evaluate the impact of any change of product design, process and raw material(s) to end customer and interest parties, we had initiated a Management of Change team to evaluate the risk, communicate the change and its impact to interested parties through automated notification system.

We also adopted the Global Product Strategy (“GPS”) from International Council of Chemical Associations on the evaluation of Chemical Risk Assessment and established a Product Safety Summary as well as Product Safe Handling Guide on high-risk products.

#### Performance Highlights

There has been no cases of non-compliance with regulations concerning product compliance (2019 nil).

# SUSTAINABILITY REPORT

## **SOCIAL - Labour Practices & Work Environment**

### **Objective**

To sustain our human capital to achieve our long-term goals.

### **Approach**

Megachem is influenced by the effects of demographic changes worldwide. The rising life expectancy, shrinking and aging population represent challenges for companies' human resources management. We at Megachem have an important role to play in mastering the demographic challenges of the future. From the way in which we address these challenges, we can shape the social environment which we operate in and at the same time secure competitive advantages. Sustaining our human capital therefore becomes critical for us to achieve our long-term goals.

### **Employment: Employees Well-being/Fair Wages/Talent Management**

With a view to maintaining the employability of our workforce, increased focus is placed on preventive health care. Annually health screening examinations and sporting activities are examples of what we do to positively influence employees' health. We have been actively participating in activities to encourage employees to walk towards a healthier future. We also provide comprehensive health insurances to our employees to help defray part of their medical costs.

As a Work Life Achiever Award recipient, Megachem commits to create and sustain a working environment supportive of work life balance for all employees where they are respected partners of the business.

We use external wage data and strike to balance our salary structure externally and internally. Market data serves as an external benchmarking tools and with the objective to pay fairly and reasonable to our employees.

Competition for talent will become more intensified as well with the changing demographics. Megachem's human resource management adopts a holistic approach that not only provides tangible rewards but also intangibles such as work-life balance practices, education sponsorship, continuous training and upgrading as well as flexible work schedule. Our employees are also entitled to various type of leaves such as parental care, career break/sabbatical, prolonged sickness, dependent care, maternity, paternity and examination leave. These initiatives are also aimed at prolonging the employability of our employees.

### **Subsidy for Children's Education & Support Grant**

With the commitment towards enriching the well-being of our employees, we provide subsidy to our lower income employees to defray part of their children's education cost, ranging from nursery up to tertiary education.

We have also committed an exclusive scheme called Support Grant for Special Needs Children. This scheme targeting to assist employees on their financial abilities to cope with the necessary medical treatment.

### **Training and Education**

Our Higher Learning Education program provides financial assistance to eligible employees who choose to further their professional education and training that will enhance their knowledge and skills. Education sponsorships are available for employees who wish to pursue higher education.



Megachem is a certified "People Developer" organisation in Singapore. "People Developer" is a certification and award recognition by Enterprise Singapore to companies which have attained the niche Business Excellence standard for human resource development. This niche standard provides us with a total approach to attracting, managing and engaging employees for high performance and aims to bring the best out of our people. All the best practices will be shared and implemented in our entities.

Megachem welcomes interns/attachment students to embark on an exciting learning journey with challenging assignments and projects. Upon graduation, these interns are encouraged to apply and join the Company as Management Trainees in their first step towards building a promising career.

### **Diversity & Equal Opportunity**

At Megachem, we value and respect each individual in the organisation and ensure that all of our employees feel they are a part of the organisation – cultivating a culture of mutual respect. Hence Megachem has a non-discriminatory culture that it does not discriminate on the basis of race, religion, gender, marital status or age.

### **Child Labour / Forced Labour / Harassment**

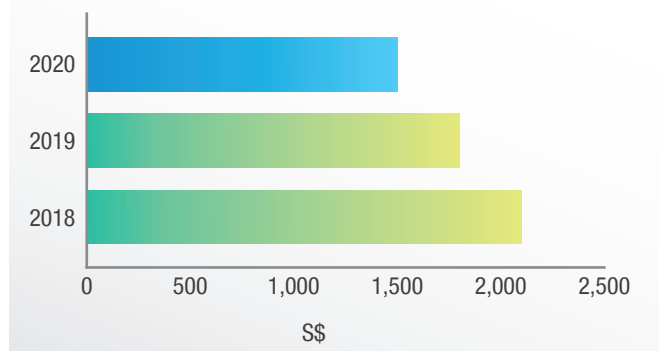
Building on the culture of mutual respect is a set of clear policies against child labour, forced labour and harassment. Megachem prohibits such unethical labour practices and will take necessary action against any such practices. These policies are spelt out in our Code of Business Ethics.



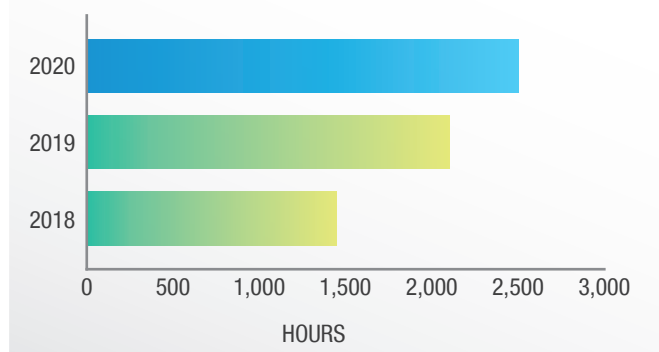
## Performance Highlights

Megachem has 233 employees in its organization as at 31 December 2020.

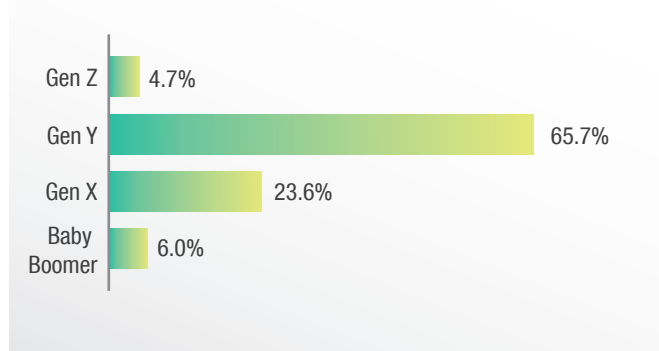
### Child Education Subsidy (Group)



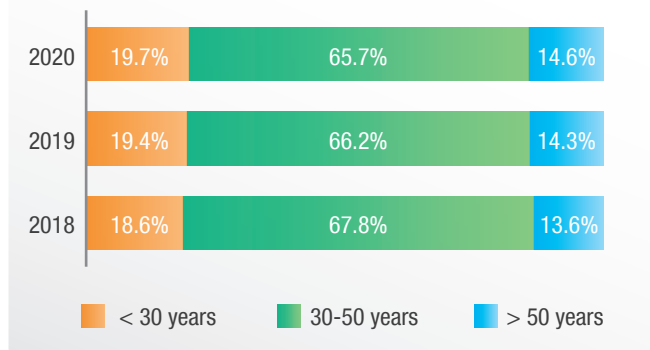
### Training Hours (Group)



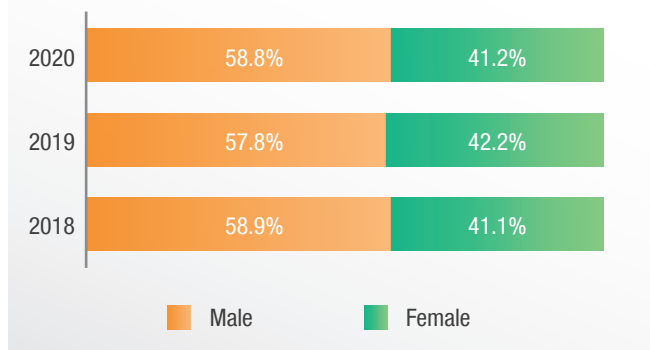
### Generation (Group)



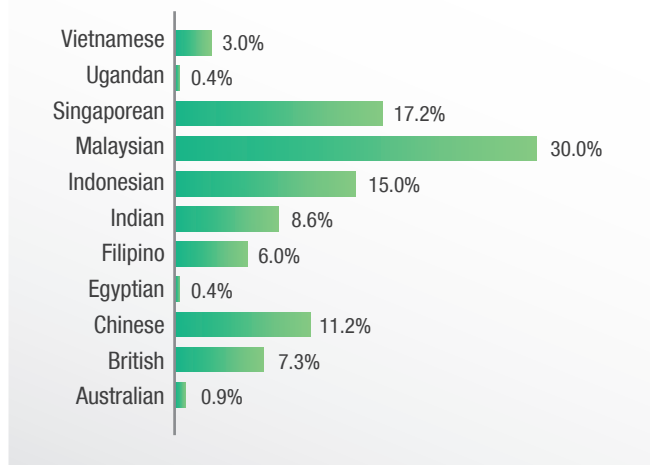
### Employee Age Distribution (Group)



### Gender Diversity (Group)



### Nationality (Group)



# SUSTAINABILITY REPORT

## SOCIAL - Society

### Objective

To play our part in nation building.

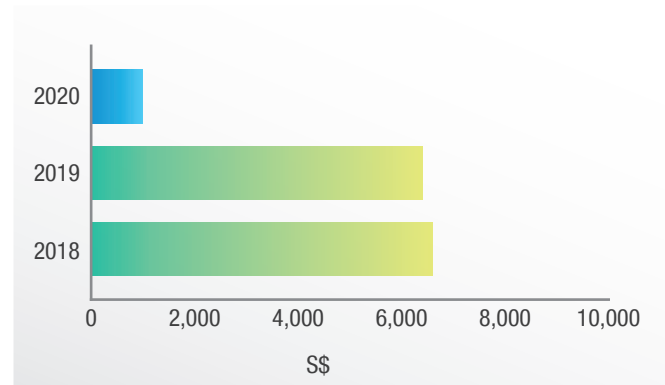
### Approach

At Megachem, we recognize that businesses have a part to play in nation-building especially in providing assistance to people who are less fortunate than others. As such, we work closely with charitable organizations in finding ways for us to contribute to society. These come not just in the form of monetary contribution but also in committing time and effort in participating in these organizations' activities. Annually, Megachem visits several charitable homes during which we make donations as well as provide basic necessities to them. We also participate annually in several fund-raising events and in youth development program.

Megachem participates actively in charity programmes as part of our social responsibility to the community.

## Performance Highlights

### Donation (Group)



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# FY 2020 FINANCIAL STATEMENT

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# STATEMENT BY DIRECTORS

The directors of the Company are pleased to present the accompanying financial statements of the Company and of the Group for the reporting year ended 31 December 2020.

## 1. Opinion of the directors

In the opinion of the directors,

- (a) the accompanying financial statements and the consolidated financial statements are drawn up so as to give a true and fair view of the financial position and performance of the Company and, of the financial position and performance of the Group for the reporting year covered by the financial statements or consolidated financial statements; and
- (b) at the date of the statement there are reasonable grounds to believe that the Company will be able to pay its debts as and when they fall due.

The board of directors approved and authorised these financial statements for issue.

## 2. Directors

The directors of the Company in office at the date of this statement are:

Chew Choon Tee  
 Tan Bock Chia  
 Lee Bon Leong  
 Chan Kam Loon  
 Tay Kin Bee  
 Yasutaka Kawamura (Appointed on 1 July 2020)

## 3. Directors' interests in shares and debentures

The directors of the Company holding office at the end of the reporting year were not interested in shares in or debentures of the Company or other related body corporate as recorded in the register of directors' shareholdings kept by the Company under section 164 of the Companies Act, Chapter 50 ("the Act") except as follows:

Name of directors	Direct Interest		Deemed Interest	
	At 1.1.20	At 31.12.20	At 1.1.20	At 31.12.20
	<u>Number of shares of no par value</u>			
Chew Choon Tee	46,512,516	46,724,616	444,296	444,296
Tan Bock Chia	25,435,083	25,435,083	–	–
Lee Bon Leong	100,000	100,000	–	–

By virtue of section 7 of the Act, Mr Chew Choon Tee, who by virtue of his interest of not less than 20% of the issued capital of the Company, is deemed to have an interest in the Company and in all the related corporations of the Company.

The directors' interests as at 21 January 2021 were the same as at 31 December 2020.



# STATEMENT BY DIRECTORS

## 4. Arrangements to enable directors to acquire benefits by means of the acquisition of shares and debentures

Neither at the end of the reporting year nor at any time during the reporting year did there subsist arrangements to which the Company is a party, being arrangements whose objects are, or one of whose objects is, to enable directors of the Company to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

## 5. Options

During the reporting year, no option to take up unissued shares of the Company or other body corporate in the Group was granted.

During the reporting year, there were no shares issued by virtue of the exercise of an option to take up unissued shares.

At the end of the reporting year, there were no unissued shares under option.

## 6. Report of Audit Committee

The members of the Audit Committee at the date of this report are as follows:

Mr Chan Kam Loon	(Chairman of Audit Committee, Independent and Non- Executive Director)
Mr Lee Bon Leong	(Independent and Non-Executive Chairman)
Dr Tay Kin Bee	(Independent and Non-Executive Director)

The Audit Committee carried out its function in accordance with section 201B(5) of the Companies Act, Chapter 50. The Audit Committee's main functions are to:

- review the significant financial reporting issues and judgements so as to ensure the integrity of the financial statements of the Company and of the Group and any announcements relating to the Group's financial performance;
- review and report to the Board annually the adequacy and effectiveness of the Group's internal controls, including financial, operational, compliance and information technology controls;
- review effectiveness of the Company's internal audit function;
- review the scope and results of the external audit and the independence and objectivity of the external auditors;
- make recommendations to the Board on the proposals to the shareholders on the appointment, re-appointment and removal of the external auditors, and approve the remuneration and the terms of engagement of the external auditors;
- review with the internal auditor the scope and results of the internal audit procedures (including those relating to financial, operational and compliance controls and risk management) and the assistance given by the management to the internal auditor;
- review the Group's results announcements, consolidated financial statements and other documents accompanying the same before they are recommended to the Board for approval; and
- review and, where appropriate, approve interested person transactions (as defined in Chapter 9 of the Singapore Exchange Securities Trading Limited's Listing Manual).

# STATEMENT BY DIRECTORS

## 6. Report of Audit Committee (cont'd)

Other functions performed by the Audit Committee are described in the report on corporate governance included in the annual report. It also includes an explanation of how the independent auditor's objectivity and independence is safeguarded where the independent auditor provides non-audit services.

The Audit Committee has recommended to the Board of Directors that the independent auditor, RSM Chio Lim LLP, be nominated for re-appointment as independent auditor at the next annual general meeting of the Company.

## 7. Independent auditor

RSM Chio Lim LLP has expressed willingness to accept re-appointment.

## 8. Directors' opinion on the adequacy of internal controls

Based on the internal controls established and maintained by the Group, work performed by the internal and external auditors, and reviews performed by management, other committees of the Board and the Board, the Audit Committee and the Board are of the opinion that Group's system of internal controls, addressing financial, operational, compliance risks, are adequate as at the end of the reporting year 31 December 2020.

## 9. Subsequent developments

There are no significant developments subsequent to the release of the Group's and the Company's preliminary financial statements, as announced on 22 February 2021, which would materially affect the Group's and the Company's operating and financial performance as of the date of this report.

On behalf of the directors

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Chew Choon Tee  
Managing Director

19 March 2021

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Tan Bock Chia  
Executive Director

# INDEPENDENT AUDITOR'S REPORT

## Report on the audit of the financial statements

### Opinion

We have audited the accompanying financial statements of Megachem Limited (the "Company") and its subsidiaries (the "Group"), which comprise the consolidated statement of financial position of the Group and the statement of financial position of the Company as at 31 December 2020, and the consolidated statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows of the Group for the reporting year then ended, and notes to the financial statements, including accounting policies.

In our opinion, the accompanying consolidated financial statements of the Group and the statement of financial position of the Company are properly drawn up in accordance with the provisions of the Companies Act, Chapter 50 (the Act) and the Singapore Financial Reporting Standards (International) (SFRS)(I) so as to give a true and fair view of the consolidated financial position of the Group and the financial position of the Company as at 31 December 2020 and of the consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group for the reporting year ended on that date.

### Basis for opinion

We conducted our audit in accordance with Singapore Standards on Auditing (SSAs). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the Accounting and Corporate Regulatory Authority (ACRA) Code of Professional Conduct and Ethics for Public Accountants and Accounting Entities (ACRA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Singapore, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ACRA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

Key audit matters ("KAMs") are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current reporting year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

#### 1. ***Impairment of trade receivables***

Refer to Note 2 for the relevant accounting policy and Notes 17 and 27F for the breakdown of trade receivables and credit risk of the Group respectively. Also refer to the audit committee section in the corporate governance report of the annual report and responses to the reported KAMs.

##### ***Key audit matter***

The carrying amount of trade receivables amounted to \$23,619,144 which accounted for approximately 26% of the Group's total assets as at the reporting year end.

The gross amount of trade receivables past due over 6 months amounted to \$494,415. Provision stood at \$479,178 leaving a net amount of \$15,237 that was not provided for as management is of the view that these amounts are recoverable, based on their knowledge of the customers' payment history and credit worthiness.

Determining the amount of allowance requires management's judgement on overdue debts and the amount of collection default based on past collection trends.

##### ***How we addressed the matter in our audit***

We have evaluated management's judgement on the recoverability of these amounts via our review of the customers' credit worthiness, payment history and management's assessment of expected credit losses. We have also reviewed management's process over the recoverability of outstanding trade receivables, which included the review of payments made by the customers subsequent to the reporting year end and the review of correspondence with customers to assess the potential recoverability of significant balances not provided for.

We found management's approach to be balanced and the estimates to be reasonable.

We have also assessed the adequacy of the disclosures made in the financial statements.

# INDEPENDENT AUDITOR'S REPORT

## Key audit matters (cont'd)

### 2. Impairment of inventories

Refer to Note 2 for the relevant accounting policy and Note 16 for the breakdown of inventories at the reporting year end. Also refer to the audit committee section in the corporate governance report of the annual report and responses to the reported KAMs.

#### Key audit matter

The carrying amount of inventories amounted to \$24,374,512, which accounted for approximately 27% of the Group's total assets as at the reporting year end.

The Group's inventory provision policy takes into consideration the inventory ageing profiles, as well as the inventories' sales patterns for the year. Management is of the view that these amounts are realisable, based on their knowledge of the Group's operations, the industry and their technical assessment of the inventories.

Determination of the method to use, period to consider, and percentages to apply to aged inventory requires significant management's judgement.

#### How we addressed the matter in our audit

We have evaluated the Group's policy for inventory obsolescence and reviewed management's judgement on their technical assessment of the inventories via our understanding of the business environment and our review of the inventories' sales patterns.

We have also reviewed the Group's inventory ageing as at the reporting year end, as well as the Group's computation for inventory obsolescence and found them to be reasonable. We have compared the carrying values of the inventories to the recent sales invoices and price lists.

We have also assessed the adequacy of the disclosures made in the financial statements.

### 3. Impairment of subsidiaries

Refer to Note 2 for the relevant accounting policy and Note 13 for the breakdown of cost of investments in subsidiaries at the reporting year end. Also refer to the audit committee section in the corporate governance report of the annual report and responses to the reported KAMs.

#### Key audit matter

The carrying amount of subsidiaries recorded by the Company amounted to \$5,571,772, which accounted for approximately 13% of the Company's total assets as at the reporting year end.

Management determines at the end of each reporting year, whether there is any objective evidence indicating that the Company's investments in subsidiaries are impaired. Where there are indicators of impairment, management uses the value-in-use method to determine the recoverable amount of the subsidiary. The value-in-use calculation requires management to identify the cash-generating unit ("CGU") that the subsidiary is in, and estimate the future cash flows expected to arise from the CGU and a suitable discount rate in order to calculate present value. In estimating the future cash flows of the CGU, management forecasted the revenue, growth rates and margins based on presently available information.

Key assumptions and management's estimates used in the value-in-use model for the determination of the recoverable amount of the subsidiaries requires significant judgement.

# INDEPENDENT AUDITOR'S REPORT

## Key audit matters (cont'd)

### 3. *Impairment of subsidiaries (cont'd)*

#### *How we addressed the matter in our audit*

We have reviewed management's estimates used in the value-in-use model through our knowledge of the CGU's operations, their past performance, management's growth strategies and cost initiatives.

We have also assessed the reasonableness of the discount rates used in the impairment assessment by comparing against regional indices and industry benchmarks.

Based on our procedures, management's key assumptions are found to be within a reasonable range of our expectations.

We have also assessed the adequacy of the disclosures made in the financial statements.

## Other information

Management is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Responsibilities of management and directors for the financial statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with the provisions of the Act and the financial reporting standards, and for devising and maintaining a system of internal accounting controls sufficient to provide a reasonable assurance that assets are safeguarded against loss from unauthorised use or disposition; and transactions are properly authorised and that they are recorded as necessary to permit the preparation of true and fair financial statements and to maintain accountability of assets.

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The directors' responsibilities include overseeing the Group's financial reporting process.

# INDEPENDENT AUDITOR'S REPORT

## **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SSAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- f) Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

# INDEPENDENT AUDITOR'S REPORT

## **Report on other legal and regulatory requirements**

In our opinion, the accounting and other records required by the Act to be kept by the Company and by those subsidiary corporations incorporated in Singapore of which we are the auditors have been properly kept in accordance with the provisions of the Act.

The engagement partner on the audit resulting in this independent auditor's report is Woo E-Sah.

RSM Chio Lim LLP  
Public Accountants and  
Chartered Accountants  
Singapore

19 March 2021

Engagement partner - effective from year ended 31 December 2017

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2020

	Notes	Group	
		2020 \$	2019 \$
<b>Revenue</b>	3	<b>105,238,674</b>	113,784,989
Cost of sales		<b>(78,732,036)</b>	(85,604,642)
<b>Gross profit</b>		<b>26,506,638</b>	28,180,347
Other income	3	<b>1,939,416</b>	586,166
Distribution costs		<b>(14,917,984)</b>	(15,477,071)
Administrative expenses		<b>(5,674,365)</b>	(5,543,061)
Other operating expenses		<b>(2,783,285)</b>	(2,873,862)
Finance costs	5	<b>(726,344)</b>	(1,016,066)
Share of profit of associated companies	14	<b>1,593,846</b>	1,110,220
<b>Profit before income tax</b>		<b>5,937,922</b>	4,966,673
Income tax expense	7	<b>(680,099)</b>	(984,645)
<b>Net profit</b>		<b>5,257,823</b>	3,982,028
<b>Other comprehensive income:</b>			
<b>Items that may be reclassified subsequently to profit or loss:</b>			
Exchange difference on translating foreign operations, net of tax		<b>(340,317)</b>	347,223
<b>Total comprehensive income</b>		<b>4,917,506</b>	4,329,251
Net profit attributable to equity holders of the Company		<b>5,125,689</b>	3,843,641
Net profit attributable to non-controlling interests		<b>132,134</b>	138,387
<b>Net profit</b>		<b>5,257,823</b>	3,982,028
Total comprehensive income attributable to equity holders of the Company		<b>4,794,227</b>	4,210,604
Total comprehensive income attributable to non-controlling interests		<b>123,279</b>	118,647
<b>Total comprehensive income</b>		<b>4,917,506</b>	4,329,251
<b>Earnings per share for profit attributable to equity holders of the Company (cents per share)</b>			
Basic and diluted	9	<b>3.85</b>	2.88

The accompanying notes form an integral part of these financial statements.



# STATEMENTS OF FINANCIAL POSITION

As at 31 December 2020

	Notes	Group		Company	
		2020 \$	2019 \$	2020 \$	2019 \$
<b>ASSETS</b>					
<b>Non-current assets</b>					
Property, plant and equipment	10	12,651,021	10,288,945	1,291,700	1,345,621
Right-of-use assets	11	2,689,043	2,803,351	1,102,035	1,135,430
Investment property	12	72,921	75,886	–	–
Investments in subsidiaries	13	–	–	5,571,772	5,871,772
Investments in associated companies	14	7,613,201	6,609,815	2,798,756	2,798,756
Transferable club memberships	15	27,001	26,959	4,001	4,001
Other receivables	17	–	–	1,824,630	808,080
Deferred tax assets	7	561,303	442,306	–	–
<b>Total non-current assets</b>		<b>23,614,490</b>	<b>20,247,262</b>	<b>12,592,894</b>	<b>11,963,660</b>
<b>Current assets</b>					
Inventories	16	24,374,512	25,419,242	10,698,800	9,738,588
Trade and other receivables	17	24,235,577	22,945,824	16,252,221	14,704,424
Financial assets at fair value through profit or loss	18	354,338	227,490	350,000	222,500
Other current assets	19	2,516,114	2,444,336	486,181	334,383
Cash and cash balances	20	16,216,839	14,880,406	2,042,637	1,934,510
<b>Total current assets</b>		<b>67,697,380</b>	<b>65,917,298</b>	<b>29,829,839</b>	<b>26,934,405</b>
<b>Total assets</b>		<b>91,311,870</b>	<b>86,164,560</b>	<b>42,422,733</b>	<b>38,898,065</b>
<b>EQUITY AND LIABILITIES</b>					
<b>Capital and reserves attributable to equity holders of the Company</b>					
Share capital	21	15,892,028	15,892,028	15,892,028	15,892,028
Other reserves	22	(4,183,679)	(3,852,217)	–	–
Retained earnings		40,722,640	37,596,451	6,353,439	7,029,968
		52,430,989	49,636,262	22,245,467	22,921,996
Non-controlling interests		2,856,152	2,809,727	–	–
<b>Total equity</b>		<b>55,287,141</b>	<b>52,445,989</b>	<b>22,245,467</b>	<b>22,921,996</b>
<b>Non-current liabilities</b>					
Borrowings	23	2,555,154	864,534	1,875,000	–
Financial liabilities – lease liabilities	25	2,562,632	2,572,232	1,128,956	1,142,914
<b>Total non-current liabilities</b>		<b>5,117,786</b>	<b>3,436,766</b>	<b>3,003,956</b>	<b>1,142,914</b>
<b>Current liabilities</b>					
Current income tax liabilities		203,350	241,614	131,764	91,000
Trade and other payables	24	13,532,216	12,142,014	6,478,194	5,554,639
Borrowings	23	16,790,215	17,564,633	10,537,042	9,174,237
Financial liabilities – lease liabilities	25	214,651	282,727	13,958	13,279
Financial liabilities at fair value through profit or loss	26	166,511	50,817	12,352	–
<b>Total current liabilities</b>		<b>30,906,943</b>	<b>30,281,805</b>	<b>17,173,310</b>	<b>14,833,155</b>
<b>Total liabilities</b>		<b>36,024,729</b>	<b>33,718,571</b>	<b>20,177,266</b>	<b>15,976,069</b>
<b>Total equity and liabilities</b>		<b>91,311,870</b>	<b>86,164,560</b>	<b>42,422,733</b>	<b>38,898,065</b>

The accompanying notes form an integral part of these financial statements.

# STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2020

<b>Group:</b>	<b>Notes</b>	<b>Total equity \$</b>	<b>Parent subtotal \$</b>	<b>Share capital \$</b>	<b>Other reserves \$</b>	<b>Retained earnings \$</b>	<b>Non- controlling interests \$</b>
<b>Current year:</b>							
Opening balance at 1 January 2020		52,445,989	49,636,262	15,892,028	(3,852,217)	37,596,451	2,809,727
Total comprehensive income for the reporting year		4,917,506	4,794,227	–	(331,462)	5,125,689	123,279
Final dividend relating to 2019 paid	8	(1,333,000)	(1,333,000)	–	–	(1,333,000)	–
Interim dividend relating to 2020 paid	8	(666,500)	(666,500)	–	–	(666,500)	–
Final dividend relating to 2019 paid to non-controlling interests		(76,854)	–	–	–	–	(76,854)
<b>Closing balance at 31 December 2020</b>		<b>55,287,141</b>	<b>52,430,989</b>	<b>15,892,028</b>	<b>(4,183,679)</b>	<b>40,722,640</b>	<b>2,856,152</b>
<b>Previous year:</b>							
Opening balance at 1 January 2019		49,939,684	47,158,558	15,892,028	(4,219,180)	35,485,710	2,781,126
Total comprehensive income for the reporting year		4,329,251	4,210,604	–	366,963	3,843,641	118,647
Final dividend relating to 2018 paid	8	(1,066,400)	(1,066,400)	–	–	(1,066,400)	–
Interim dividend relating to 2019 paid	8	(666,500)	(666,500)	–	–	(666,500)	–
Final dividend relating to 2018 paid to non-controlling interests		(90,046)	–	–	–	–	(90,046)
<b>Closing balance at 31 December 2019</b>		<b>52,445,989</b>	<b>49,636,262</b>	<b>15,892,028</b>	<b>(3,852,217)</b>	<b>37,596,451</b>	<b>2,809,727</b>

The accompanying notes form an integral part of these financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2020

Notes	2020 \$	2019 \$
<b>Cash flows from operating activities</b>		
Net profit	5,257,823	3,982,028
Adjustments for:		
Depreciation of property, plant and equipment and investment property	887,210	864,717
Depreciation of right-of-use assets	354,882	365,331
Dividend income	(4,780)	(4,922)
Gain on disposal of property, plant and equipment	(20,490)	(6,507)
Share of profit of associated companies	(1,593,846)	(1,110,220)
Income tax expense	680,099	984,645
Interest income	(191,582)	(184,410)
Finance costs	726,344	1,016,066
Net changes in fair value of financial assets at fair value through profit or loss	(131,791)	112,581
Changes in fair value of financial liabilities at fair value through profit or loss	163,593	50,010
Operating cash flows before working capital change	<u>6,127,462</u>	<u>6,069,319</u>
Change in operating assets and liabilities:		
Trade and other receivables	(1,244,948)	580,325
Inventories	1,062,116	543,423
Trade and other payables	800,061	367,946
Foreign exchange adjustment differences	(54,547)	(58,451)
Cash generated from operations	<u>6,690,144</u>	<u>7,502,562</u>
Income tax paid	(760,527)	(1,076,160)
Interest received	199,951	181,585
<b>Net cash from operating activities</b>	<u>6,129,568</u>	<u>6,607,987</u>
<b>Cash flows from investing activities</b>		
Dividends received from associated company and listed equity securities	447,785	701,648
Payments for construction-in-progress	(2,380,282)	-
Purchase of property, plant and equipment	(442,057)	(459,498)
Proceeds from sale of property, plant and equipment	21,323	16,730
<b>Net cash (used in)/from investing activities</b>	<u>(2,353,231)</u>	<u>258,880</u>
<b>Cash flows from financing activities</b>		
Dividends paid	(1,999,500)	(1,732,900)
Dividends paid by subsidiary to non-controlling shareholders	(76,854)	(90,046)
Proceeds from/(repayments of) long term bank loans	1,554,332	(818,276)
Proceeds from/(repayments of) bill payables	1,395,292	(2,085,168)
(Repayments of)/proceeds from short term bank loans	(2,546,109)	1,917,208
Lease liabilities	(456,951)	(456,804)
Interest paid	(643,761)	(865,539)
<b>Net cash used in financing activities</b>	<u>(2,773,551)</u>	<u>(4,131,525)</u>
<b>Net increase in cash and cash equivalents</b>	<u>1,002,786</u>	<u>2,735,342</u>
Cash and cash equivalents, statement of cash flows, beginning balance	14,880,406	12,199,484
Effects of exchange rate changes on cash and cash equivalents	30,600	(54,420)
<b>Cash and cash equivalents, statement of cash flows, ending balance</b>	<u>15,913,792</u>	<u>14,880,406</u>

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The accompanying notes form an integral part of these financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 1. General

The Company is incorporated in Singapore with limited liability. The financial statements are presented in Singapore dollars and they cover the Company (referred to as “parent”) and its subsidiaries.

The board of directors approved and authorised these financial statements for issue on the date of the statement by directors. The directors have the power to amend and reissue the financial statements.

The principal activities of the Company consist of trading in chemicals and chemical-related products and investment holding. It is listed on Catalist which is a share market on Singapore Exchange Securities Trading Limited.

The principal activities of the subsidiaries are described in Note 13 below.

The registered office is: 11 Tuas Link 1, Singapore 638588. The Company is situated in Singapore.

### Statement of compliance with financial reporting standards

These financial statements have been prepared in accordance with the Singapore Financial Reporting Standards (International) (“SFRS (I) s”) and the related Interpretations to SFRS (I) (“SFRS (I) INT”) as issued by the Singapore Accounting Standards Council. They are in compliance with the provisions of the Companies Act, Chapter 50 and with the International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB).

### Accounting convention

The financial statements are prepared on a going concern basis under the historical cost convention except where a financial reporting standard requires an alternative treatment (such as fair values) as disclosed where appropriate in these financial statements. The accounting policies in the financial reporting standards may not be applied when the effect of applying them is not material. The disclosures required by financial reporting standards may not be provided if the information resulting from that disclosure is not material.

### Uncertainties relating to the COVID-19 pandemic

The COVID-19 pandemic and the aftermath of the pandemic has caused and continues to cause disruptions resulting in uncertainties surrounding the reporting entity’s business, including affecting its relationships with its existing and future customers, suppliers and employees, and which had and will continue to have an adverse effect on its financial position, financial performance of operations, cash flows and prospects for the foreseeable future. There is significant uncertainty around the medium to long term impact of the COVID-19 pandemic. Other entities are also evolving and assets held by them may have material uncertainties and / or disclaimers regarding the impact of COVID-19. These uncertainties gave rise to difficulties in making an accurate assessment by management of the future financial impacts on the reporting entity. Management will continue to closely monitor the further economic development and its impact. It is however reasonably probable that the COVID-19 pandemic will have an adverse impact on the reporting entity’s revenues and results for the next reporting year, the extent of which will depend on how long the aftermath of the pandemic lasts.

### Basis of preparation of the financial statements

The preparation of financial statements in conformity with generally accepted accounting principles requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates. The estimates and assumptions are reviewed on an ongoing basis. Apart from those involving estimations, management has made judgements in the process of applying the entity’s accounting policies. The areas requiring management’s most difficult, subjective or complex judgements, or areas where assumptions and estimates are significant to the financial statements, are disclosed at the end of this footnote, where applicable.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 1. General (cont'd)

### Basis of presentation

The consolidated financial statements include the financial statements made up to the end of the reporting year of the Company and all of its subsidiaries. The consolidated financial statements are the financial statements of the Group (the parent and its subsidiaries) presented as those of a single economic entity and are prepared using uniform accounting policies for like transactions and other events in similar circumstances. All significant intragroup balances and transactions are eliminated on consolidation. Subsidiaries are consolidated from the date the reporting entity obtains control of the investee and cease when the reporting entity loses control of the investee.

Changes in the Group's ownership interest in a subsidiary that do not result in the loss of control are accounted for within equity as transactions with owners in their capacity as owners. The carrying amounts of the Group's and non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiary. When the Group loses control of a subsidiary it derecognises the assets and liabilities and related equity components of the former subsidiary. Any gain or loss is recognised in profit or loss. Any investment retained in the former subsidiary is measured at fair value at the date when control is lost and is subsequently accounted as available-for-sale financial assets in accordance with the financial reporting standard on financial instruments.

The Company's separate financial statements have been prepared on the same basis, and as permitted by the Companies Act, Chapter 50, the Company's separate statement of profit or loss and other comprehensive income is not presented.

## 2. Significant accounting policies and other explanatory information

### 2A. Significant accounting policies

#### Revenue recognition

The financial reporting standard on revenue from contracts with customers establishes a five-step model to account for revenue arising from contracts with customers. Revenue is recognised at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer (which excludes estimates of variable consideration that are subject to constraints, such as right of return exists, trade discounts, volume rebates and changes to the transaction price arising from modifications), net of any related sales taxes and excluding any amounts collected on behalf of third parties. An asset (goods or services) is transferred when or as the customer obtains control of that asset. As a practical expedient the effects of any significant financing component is not adjusted if the payment for the good or service will be within one year.

Sale of goods – Revenue is recognised at a point in time when the performance obligation is satisfied by transferring a promised good or service to the customer. Control of the goods is transferred to the customer, generally on delivery of the goods (in this respect, incoterms are considered).

Services – Revenue from service orders and term projects is recognised when the entity satisfies the performance obligation at a point in time generally when the significant acts have been completed and when transfer of control occurs or for services that are not significant transactions revenue is recognised as the services are provided.

Rental income is recognised on a time-proportion basis that takes into account the effective yield on the asset on a straight-line basis over the lease term.

Interest income is recognised using the effective interest method.

Dividend from equity instruments is recognised as income when the entity's right to receive payment is established; it is probable that the economic benefits associated with the dividend will flow to the entity; and the amount of the dividend can be measured reliably.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 2. Significant accounting policies and other explanatory information (cont'd)

### 2A. Significant accounting policies (cont'd)

#### Government grants

Government grants are recognised at fair value when there is reasonable assurance that the conditions attaching to them will be complied with and that the grants will be received. Grants in recognition of specific expenses are recognised in profit or loss on a systematic basis over the periods necessary to match them with the related costs that they are intended to compensate. The grant related to assets is presented in the statement of financial position by recognising the grant as deferred income that is recognised in profit or loss on a systematic basis over the useful life of the asset and in the proportions in which depreciation expense on those assets is recognised.

#### Employee benefits

Contributions to a defined contribution retirement benefit plan are recorded as an expense as they fall due. The entity's legal or constructive obligation is limited to the amount that it is obligated to contribute for the Singapore employees to an independently administered fund (such as the Central Provident Fund in Singapore, a government managed defined contribution retirement benefit plan). Certain subsidiaries overseas have defined contribution retirement benefit plans in which employees are entitled to join upon fulfilling certain conditions. The assets of the fund may or may not be held separately from those of the entity in an independently administered fund. The entity contributes an amount equal to a fixed percentage of the salary of each participating employee. For employee leave entitlement the expected cost of short-term employee benefits in the form of compensated absences is recognised in the case of accumulating compensated absences, when the employees render service that increases their entitlement to future compensated absences; and in the case of non-accumulating compensated absences, when the absences occur. A liability for bonuses is recognised where the entity is contractually obliged or where there is constructive obligation based on past practice.

#### Borrowing costs

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds and are recognised as an expense in the period in which they are incurred. Interest expense is calculated using the effective interest rate method.

#### Foreign currency transactions

The functional currency is the Singapore dollar as it reflects the primary economic environment in which the entity operates. Transactions in foreign currencies are recorded in the functional currency at the rates ruling at the dates of the transactions. At each end of the reporting year, recorded monetary balances and balances measured at fair value that are denominated in non-functional currencies are reported at the rates ruling at the end of the reporting year and fair value measurement dates respectively. All realised and unrealised exchange adjustment gains and losses are dealt with in profit or loss except when a gain or loss on a non-monetary item is recognised in other comprehensive income, any exchange component of that gain or loss is recognised in other comprehensive income. The presentation is in the functional currency.

#### Translation of financial statements of other entities

Each entity in the Group determines the appropriate functional currency as it reflects the primary economic environment in which the entity operates. In translating the financial statements of such an entity for incorporation in the consolidated financial statements in the presentation currency the assets and liabilities denominated in other currencies are translated at end of the reporting year rates of exchange and the income and expense items for each statement presenting profit or loss and other comprehensive income are translated at average rates of exchange for the reporting year. The resulting translation adjustments (if any) are recognised in other comprehensive income and accumulated in a separate component of equity until the disposal of that relevant reporting entity.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 2. Significant accounting policies and other explanatory information (cont'd)

### 2A. Significant accounting policies (cont'd)

#### Income tax

The income taxes are accounted using the asset and liability method that requires the recognition of taxes payable or refundable for the current year and deferred tax liabilities and assets for the future tax consequence of events that have been recognised in the financial statements or tax returns. The measurements of current and deferred tax liabilities and assets are based on provisions of the enacted or substantially enacted tax laws; the effects of future changes in tax laws or rates are not anticipated. Tax expense (tax income) is the aggregate amount included in the determination of profit or loss for the reporting year in respect of current tax and deferred tax. Current and deferred income taxes are recognised as income or as an expense in profit or loss unless the tax relates to items that are recognised in the same or a different period outside profit or loss. For such items recognised outside profit or loss the current tax and deferred tax are recognised (a) in other comprehensive income if the tax is related to an item recognised in other comprehensive income and (b) directly in equity if the tax is related to an item recognised directly in equity. Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same income tax authority. The carrying amount of deferred tax assets is reviewed at each end of the reporting year and is reduced, if necessary, by the amount of any tax benefits that, based on available evidence, are not expected to be realised. A deferred tax amount is recognised for all temporary differences, unless the deferred tax amount arises from the initial recognition of an asset or liability in a transaction which (i) is not a business combination; and (ii) at the time of the transaction, affects neither accounting profit nor taxable profit (tax loss).

A deferred tax liability or asset is recognised for all taxable temporary differences associated with investments in subsidiaries and associates except where the reporting entity is able to control the timing of the reversal of the taxable temporary difference and it is probable that the taxable temporary difference will not reverse in the foreseeable future or for deductible temporary differences, they will not reverse in the foreseeable future and they cannot be utilised against taxable profits.

#### Property, plant and equipment

Property, plant and equipment are carried at cost on initial recognition and after initial recognition at cost less any accumulated depreciation and any accumulated impairment losses. Depreciation is provided on a straight-line method to allocate the gross carrying amounts of the assets less their residual values over their estimated useful lives of each part of an item of these assets. The useful lives are as follows:

Freehold buildings	–	50 years
Buildings on leasehold land	–	Over the period of lease of 20 to 30 years
Machinery and equipment	–	4 to 5 years
Motor vehicles	–	3 to 5 years
Computer equipment, furniture and fixtures	–	3 to 5 years

Freehold land is not depreciated. Property, plant and equipment under construction are not depreciated until the assets are ready for their intended use.

An asset is depreciated when it is available for use until it is derecognised even if during that period the item is idle. Fully depreciated assets still in use are retained in the financial statements.

The gain or loss arising from the derecognition of an item of property, plant and equipment is measured as the difference between the net disposal proceeds, if any, and the carrying amount of the item and is recognised in profit or loss. The residual value and the useful life of an asset is reviewed at least at each end of the reporting year and, if expectations differ significantly from previous estimates, the changes are accounted for as a change in an accounting estimate, and the depreciation charge for the current and future periods are adjusted.

Cost also includes acquisition cost, borrowing cost capitalised and any cost directly attributable to bringing the asset or component to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent costs are recognised as an asset only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss when they are incurred.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 2. Significant accounting policies and other explanatory information (cont'd)

### 2A. Significant accounting policies (cont'd)

#### Investment property

Investment property is property (land or a building or part of a building or both) held (by the owner or by the lessee as a right-of-use asset under a finance lease) to earn rentals or for capital appreciation or both, rather than for: (a) use in the production or supply of goods or services or for administrative purposes; or (b) sale in the ordinary course of business. It includes an investment property in the course of construction.

After initial recognition at cost including transaction costs the cost model is used to measure the investment property using the treatment for property, plant and equipment, that is, at cost less any accumulated depreciation and any accumulated impairment losses. An investment property that meets the criteria to be classified as held for sale is carried at the lower of carrying amount and fair value. For disclosure purposes only, the fair values are measured periodically on a systematic basis at least once in five years by external independent professional valuers having an appropriate recognised professional qualification and recent experience in the location and category of the property being valued.

The useful life of building on freehold land is 50 years.

#### Right-of-use assets

The right-of-use assets are accounted and presented as if they were owned such as property, plant and equipment. The useful lives are as follows:

Land	–	35 years
Office premises	–	2 to 5 years
Warehouse building	–	3 years
Motor vehicles	–	3 to 5 years

#### Leases of lessee

Where a lease arrangement is identified, a liability to the lessor is recognised as a lease obligation calculated at the present value of minimum lease payments. A corresponding right-of-use asset is recorded in property, plant and equipment. Lease payments are apportioned between finance costs and reduction of the lease liability so as to reflect the interest on the remaining balance of the liability. Finance charges are recorded as an expense. Right-of-use assets are depreciated over the shorter of the estimated useful life of the asset and the lease term. Leases with a term of 12 months or less and leases for low value are not recorded as a liability and lease payments are recognised as an expense in profit or loss on a straight-line basis over the lease term.

#### Leases of lessor

For a lessor each of lease is classified as either an operating lease or a finance lease. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease unless another systematic basis is representative of the time pattern of the user's benefit, even if the payments are not on that basis. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset and it is presented in its statement of financial position as a receivable at an amount equal to the net investment in the lease. For a finance lease the finance income is recognised over the lease term, based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.



# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 2. Significant accounting policies and other explanatory information (cont'd)

### 2A. Significant accounting policies (cont'd)

#### Subsidiaries

A subsidiary is an entity including unincorporated and special purpose entity that is controlled by the reporting entity and the reporting entity is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The existence and effect of substantive potential voting rights that the reporting entity has the practical ability to exercise (that is, substantive rights) are considered when assessing whether the reporting entity controls another entity. In the reporting entity's separate financial statements, an investment in a subsidiary is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for a subsidiary is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying value and the net book value of the investment in a subsidiary are not necessarily indicative of the amount that would be realised in a current market exchange.

#### Associates

An associate is an entity including an unincorporated entity in which the reporting entity has a significant influence and that is neither a subsidiary nor a joint arrangement of the reporting entity. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. An investment in an associate includes goodwill on acquisition, which is accounted for in accordance with the financial reporting standard on business combinations. However the entire carrying amount of the investment is tested under the financial reporting standard on impairment, by comparing its recoverable amount (higher of value in use and fair value) with its carrying amount, whenever application of the requirements in the financial reporting standard on financial instruments indicates that the investment may be impaired.

In the consolidated financial statements, the accounting for investments in an associate is on the equity method. Under the equity method the investment is initially recognised at cost and adjusted thereafter for the post-acquisition change in the investor's share of the investee's net assets. The carrying value and the net book value of the investment in the associate are not necessarily indicative of the amounts that would be realised in a current market exchange. The investor's profit or loss includes its share of the investee's profit or loss and the investor's other comprehensive income includes its share of the investee's other comprehensive income. Losses of an associate in excess of the reporting entity's interest in the relevant associate are not recognised except to the extent that the reporting entity has an obligation. Profits and losses resulting from transactions between the reporting entity and an associate are recognised in the financial statements only to the extent of unrelated reporting entity's interests in the associate. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of associates are changed where necessary to ensure consistency with the policies adopted by the reporting entity. The reporting entity discontinues the use of the equity method from the date that when its investment ceases to be an associate and accounts for the investment in accordance with the financial reporting standard on financial instruments from that date. Any gain or loss is recognised in profit or loss. Any investment retained in the former associate is measured at fair value at the date that it ceases to be an associate.

In the Company's separate financial statements, an investment in an associate is accounted for at cost less any allowance for impairment in value. Impairment loss recognised in profit or loss for an associate is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The carrying value and the net book value of an investment in the associate are not necessarily indicative of the amounts that would be realised in a current market exchange.

#### Business combinations

A business combination is a transaction or other event which requires that the assets acquired and liabilities assumed constitute a business. It is accounted for by applying the acquisition method of accounting. There were no business combinations during the reporting year.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 2. Significant accounting policies and other explanatory information (cont'd)

### 2A. Significant accounting policies (cont'd)

#### Non-controlling interests

The non-controlling interest is equity in a subsidiary not attributable, directly or indirectly, to the reporting entity as the parent. The non-controlling interest is presented in the consolidated statement of financial position within equity, separately from the equity of the owners of the parent. For each business combination, any non-controlling interest in the acquiree (subsidiary) is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. Where the non-controlling interest is measured at fair value, the valuation techniques and key model inputs used are disclosed in the relevant note. Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests. Total comprehensive income is attributed to the owners of the parent and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

#### Inventories

Inventories are measured at the lower of cost (first in first out method) and net realisable value. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. A write down on cost is made for where the cost is not recoverable or if the selling prices have declined. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

#### Carrying amounts of non-financial assets

Irrespective of whether there is any indication of impairment, an annual impairment test is performed at about the same time every year on an intangible asset with an indefinite useful life or an intangible asset not yet available for use. The carrying amount of other non-financial assets is reviewed at each end of the reporting year for indications of impairment and where an asset is impaired, it is written down through profit or loss to its estimated recoverable amount. The impairment loss is the excess of the carrying amount over the recoverable amount and is recognised in profit or loss. The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs of disposal and its value in use. When the fair value less costs of disposal method is used, any available recent market transactions are taken into consideration. When the value in use method is adopted, in assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). At each end of the reporting year non-financial assets other than goodwill with impairment loss recognised in prior periods are assessed for possible reversal of the impairment. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been measured, net of depreciation or amortisation, if no impairment loss had been recognised.

#### Financial instruments

Recognition and derecognition of financial instruments:

A financial asset or a financial liability is recognised in the statement of financial position when, and only when, the entity becomes party to the contractual provisions of the instrument. All other financial instruments (including regular-way purchases and sales of financial assets) are recognised and derecognised, as applicable, using trade date accounting or settlement date accounting. A financial asset is derecognised when the contractual rights to the cash flows from the financial asset expire or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the entity neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. A financial liability is removed from the statement of financial position when, and only when, it is extinguished, that is, when the obligation specified in the contract is discharged or cancelled or expires. At initial recognition the financial asset or financial liability is measured at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 2. Significant accounting policies and other explanatory information (cont'd)

### 2A. Significant accounting policies (cont'd)

#### Financial instruments (cont'd)

Classification and measurement of financial assets:

1. Financial asset classified as measured at amortised cost: A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at fair value through profit or loss ("FVTPL"), that is (a) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and (b) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Typically trade and other receivables, bank and cash balances are classified in this category.
2. Financial asset that is a debt asset instrument classified as measured at fair value through other comprehensive income ("FVTOCI"): There were no financial assets classified in this category at reporting year end date.
3. Financial asset that is an equity investment classified as measured at fair value through other comprehensive income ("FVTOCI"): There were no financial assets classified in this category at reporting year end date.
4. Financial asset classified as measured at FVTPL: All other financial assets are classified as measured at FVTPL. In addition, on initial recognition, management may irrevocably designate a financial asset as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases.

Classification and measurement of financial liabilities:

Financial liabilities are classified as at FVTPL in either of the following circumstances: (1) the liabilities are managed, evaluated and reported internally on a fair value basis; or (2) the designation eliminates or significantly reduces an accounting mismatch that would otherwise arise. All other financial liabilities are carried at amortised cost using the effective interest method. Reclassification of any financial liability is not permitted.

#### Cash and cash equivalents

Cash and cash equivalents include bank and cash balances, on demand deposits and any highly liquid debt instruments purchased with an original maturity of three months or less. For the statement of cash flows the item includes cash and cash equivalents less cash subject to restriction and bank overdrafts payable on demand that form an integral part of cash management.

#### Derivative financial instruments

A derivative financial instrument is a financial instrument with all three of the following characteristics (a) its value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices, credit ratings or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract; (b) it requires no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors; and (c) it is settled at a future date. The derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently classified as measured at FVTPL unless the derivative is designated and effective as a hedging instrument.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 2. Significant accounting policies and other explanatory information (cont'd)

### 2A. Significant accounting policies (cont'd)

#### Fair value measurement

The fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When measuring the fair value of an asset or a liability, market observable data to the extent possible is used. If the fair value of an asset or a liability is not directly observable, an estimate is made using valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs (eg by use of the market comparable approach that reflects recent transaction prices for similar items, discounted cash flow analysis, or option pricing models refined to reflect the issuer's specific circumstances). Inputs used are consistent with the characteristics of the asset / liability that market participants would take into account. The entity's intention to hold an asset or to settle or otherwise fulfil a liability is not taken into account as relevant when measuring fair value.

Fair values are categorised into different levels in a fair value hierarchy based on the degree to which the inputs to the measurement are observable and the significance of the inputs to the fair value measurement in its entirety: Level 1 fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (ie as prices) or indirectly (ie derived from prices). Level 3 fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs). Transfers between levels of the fair value hierarchy are recognised at the end of the reporting period during which the change occurred.

The carrying values of current financial instruments approximate their fair values due to the short-term maturity of these instruments and the disclosures of fair value are not made when the carrying amount of current financial instruments is a reasonable approximation of the fair value. The fair values of non-current financial instruments may not be disclosed separately unless there are significant differences at the end of the reporting year and in the event the fair values are disclosed in the relevant notes to the financial statements.

### 2B. Other explanatory information

#### Provisions

A liability or provision is recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A provision is made using best estimates of the amount required in settlement and where the effect of the time value of money is material, the amount recognised is the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense. Changes in estimates are reflected in profit or loss in the reporting year they occur.

#### Segment reporting

The Group discloses financial and descriptive information about its reportable segments. Reportable segments are operating segments or aggregations of operating segments that meet specified criteria. Operating segments are components about which separate financial information is available that is evaluated regularly by the chief operating decision maker in deciding how to allocate resources and in assessing performance. Generally, financial information is reported on the same basis as is used internally for evaluating operating segment performance and deciding how to allocate resources to operating segments.

### 2C. Critical judgements, assumptions and estimation uncertainties

The critical judgements made in the process of applying the accounting policies that have the most significant effect on the amounts recognised in the financial statements and the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting year, that have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities currently or within the next financial year are discussed below. These estimates and assumptions are periodically monitored to ensure they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 2. Significant accounting policies and other explanatory information (cont'd)

### 2C. Critical judgements, assumptions and estimation uncertainties (cont'd)

Net realisable value of inventories:

A review is made periodically on inventory for excess inventory, obsolescence and declines in net realisable value below cost and an allowance is recorded against the inventory balance for any such declines. These reviews require management to consider the future demand for the products. In any case the realisable value represents the best estimate of the recoverable amount and is based on the most reliable evidence available at the end of the reporting year and inherently involves estimates regarding the future expected realisable value. The usual considerations for determining the amount of allowance or write-down include ageing analysis, technical assessment and subsequent events. In general, such an evaluation process requires significant judgement and materially affects the carrying amount of inventories at the end of the reporting year. Possible changes in these estimates could result in revisions to the stated value of the inventories. The carrying amount of inventories at the end of the reporting year is disclosed in the note on inventories.

Expected credit loss allowance on trade receivables:

The allowance for expected credit losses (ECL) assessment requires a degree of estimation and judgement. It is based on the lifetime ECL for trade receivables. In measuring the expected credit losses, management considers all reasonable and supportable information such as the reporting entity's past experience at collecting receipts, any increase in the number of delayed receipts in the portfolio past the average credit period, and forward looking information such as forecasts of future economic conditions (including the impact of the COVID-19 pandemic). The carrying amounts might change materially within the next reporting year but these changes may not arise from assumptions or other sources of estimation uncertainty at the end of the reporting year. The carrying amount is disclosed in the Note on trade and other receivables.

Measurement of impairment of subsidiary or associate:

Where an investee is in net equity deficit and or has suffered losses a test is made whether the investment in the investee has suffered any impairment. This measurement requires significant judgement. An estimate is made of the future profitability of the investee, and the financial health of and near-term business outlook for the investee, including factors such as industry and sector performance, and operational and financing cash flow. It is impracticable to disclose the extent of the possible effects. It is reasonably possible, based on existing knowledge, that outcomes within the next reporting year that are different from assumptions could require a material adjustment to the carrying amount of the asset. The carrying amount of the specific asset at the end of the reporting year affected by the assumption is \$920,019.

Income tax amounts:

The Group recognises tax liabilities and tax assets based on an estimation of the likely taxes due, which requires significant judgement as to the ultimate tax determination of certain items. Where the actual amount arising from these issues differs from these estimates, such differences will have an impact on income tax and deferred tax amounts in the period when such determination is made. In addition management judgement is required in determining the amount of current and deferred tax recognised and the extent to which amounts should or can be recognised. A deferred tax asset is recognised for unused tax losses if it is probable that the entity will earn sufficient taxable profit in future periods to benefit from a reduction in tax payments. This involves the management making assumptions within its overall tax planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations. As a result, due to their inherent nature assessments of likelihood are judgemental and not susceptible to precise determination. The income tax amounts are disclosed in the note on income tax.

Assessment of carrying amounts of right-of-use asset:

Significant judgement is applied by management when determining impairment of the right-of-use asset. Impairment is assessed for separable parts of leased buildings that have been or will be vacated in the near future. The impairment is sensitive to changes in estimated future expected sub-lease income and sub-lease period. Judgement is also involved when determining whether sub-lease contracts are financial or operational, as well as when determining lease term for contracts that have extension or termination options. The carrying amount at the end of the reporting year was \$2,689,043.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 3. Revenue and other income

	Group	
	2020 \$	2019 \$
Sale of goods	<b>102,145,258</b>	110,135,741
Rendering of services	<b>3,093,416</b>	3,649,248
Total sales	<b>105,238,674</b>	113,784,989
Other income		
- Bad trade receivables recovered	<b>364,448</b>	352,111
- Changes in fair value of financial assets at fair value through profit or loss – listed equity securities (Note 18)	<b>127,500</b>	–
- Changes in fair value of financial assets at fair value through profit or loss – forward foreign exchange contract (Note 26)	<b>4,291</b>	4,919
- Dividend income from quoted corporations	<b>4,780</b>	4,922
- Gain on disposal of property, plant and equipment	<b>20,490</b>	6,507
- Government grant - others	<b>260,421</b>	16,739
- Government grant - Jobs support scheme	<b>897,267</b>	–
- Interest income – banks	<b>191,582</b>	184,410
- Net foreign exchange gain	<b>52,128</b>	–
- Rental income	<b>16,509</b>	16,558
Other income	<b>1,939,416</b>	586,166
Total sales and other income	<b>107,178,090</b>	114,371,155

The revenue from sale of goods and rendering of services is recognised based on point in time and all contracts with customers are less than 12 months.

The Jobs Support Scheme is introduced by the government under the Stabilisation and Support Package that was announced during Budget 2020, with the intention of providing greater assurance and support to workers and enterprises during the COVID-19 pandemic. During the reporting year ended 31 December 2020, wage support received from government for the period from April 2020 to December 2020 has been recorded within other income.

## 4. Expense by nature

	Group	
	2020 \$	2019 \$
Cost of inventories	<b>75,448,137</b>	82,750,191
Depreciation of investment property (Note 12)	<b>3,093</b>	3,103
Depreciation of property, plant and equipment (Note 10)	<b>884,117</b>	861,614
Depreciation of right-of-use assets (Note 11)	<b>354,882</b>	365,331
Employee compensation (Note 6)	<b>15,305,977</b>	15,079,119
Changes in fair value of financial liabilities at fair value through profit or loss (Note 26)	<b>163,593</b>	50,010
Changes in fair value of financial assets at fair value through profit or loss (Note 18)	–	117,500
Net foreign exchange translation loss	–	106,408
Impairment of doubtful trade receivables – individually impaired (Note 17)	<b>69,000</b>	96,350
Impairment of doubtful trade receivables – collectively impaired (Note 17)	<b>4,000</b>	–
Inventories written off (Note 16)	<b>891,216</b>	401,725
Rental on short term leases	<b>174,929</b>	168,035
Warehouse storage charges	<b>2,578,523</b>	2,585,961
Other expenses	<b>6,230,204</b>	6,913,289

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 5. Finance costs

	Group	
	2020	2019
	\$	\$
Interest expense:		
- Bills payable to banks	260,860	473,734
- Bank loans	313,380	399,174
- Bank overdraft	10,294	-
- Lease for right-of-use assets (Note 25)	141,810	143,158
Total finance costs	<u>726,344</u>	<u>1,016,066</u>

## 6. Employee compensation

	Group	
	2020	2019
	\$	\$
Wages and salaries	13,999,655	13,704,196
Contributions to defined contribution plans	1,306,322	1,374,923
Total employee compensation (Note 4)	<u>15,305,977</u>	<u>15,079,119</u>

## 7. Income tax expense

### 7A. Components of tax expense recognised in profit or loss include:

	Group	
	2020	2019
	\$	\$
<u>Current tax expense:</u>		
Current tax expense	863,894	1,105,535
(Over)/under adjustments to current tax in respect of prior periods	(64,798)	59,842
Subtotal	<u>799,096</u>	<u>1,165,377</u>
<u>Deferred tax income:</u>		
Deferred tax income	(102,581)	(43,381)
Over adjustments to deferred tax in respect of prior periods	(16,416)	(137,351)
Subtotal	<u>(118,997)</u>	<u>(180,732)</u>
Total income tax expense	<u>680,099</u>	<u>984,645</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 7. Income tax expense (cont'd)

### 7A. Components of tax expense recognised in profit or loss include: (cont'd)

The reconciliation of income taxes below is determined by applying the Singapore corporate tax rate where the parent is domiciled. The income tax expense varied from the amount of income tax expense determined by applying the Singapore income tax rate of 17.0% (2019: 17.0%) to profit before income tax as a result of the following differences:

	Group	
	2020	2019
	\$	\$
Profit before tax	5,937,922	4,966,673
Less: share of profit of associated companies	<b>(1,593,846)</b>	(1,110,220)
	<b>4,344,076</b>	3,856,453
	Group	
	2020	2019
	\$	\$
Income tax expense at the above rate	738,493	655,597
Not deductible items	46,944	129,897
Income not subjected to tax	<b>(151,772)</b>	–
Tax exemptions	<b>(30,588)</b>	(30,703)
Over adjustments to tax in respect of prior periods	<b>(81,214)</b>	(77,509)
Withholding taxes paid	87,581	122,467
Effect of different tax rates, rebates and incentives	63,906	167,741
Unrecognised deferred tax asset	6,749	17,155
Total income tax expense	<b>680,099</b>	984,645

There are no income tax consequences of dividends to owners of the Company.

### 7B. Deferred tax income recognised in profit or loss include:

	Group	
	2020	2019
	\$	\$
<u>Deferred tax liabilities:</u>		
Excess of net book value of plant and equipment over tax values	59,934	(92,958)
<u>Deferred tax assets:</u>		
Provisions	<b>(176,459)</b>	(105,717)
Tax loss carry forwards	<b>(2,472)</b>	17,943
Total deferred tax income recognised in profit or loss	<b>(118,997)</b>	(180,732)



# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 7. Income tax expense (cont'd)

### 7C. Deferred tax balance in the statement of financial position:

The deferred tax amounts and movements during the year are as follows:

	Group	
	2020 \$	2019 \$
<u>Deferred tax liabilities:</u>		
Excess of net book value of plant and equipment over tax values	<b>118,093</b>	58,159
Total deferred tax liabilities	<b>118,093</b>	58,159
<u>Deferred tax assets:</u>		
Provisions	<b>(556,641)</b>	(380,182)
Tax loss carry forwards	<b>(122,755)</b>	(120,283)
Total deferred tax assets	<b>(679,396)</b>	(500,465)
Net total of deferred tax assets	<b>(561,303)</b>	(442,306)
	Company	
	2020 \$	2019 \$
<u>Deferred tax liabilities:</u>		
Excess of net book value of plant and equipment over tax values	<b>134,134</b>	150,554
<u>Deferred tax assets:</u>		
Provisions	<b>(134,134)</b>	(150,554)
Total deferred tax liability	<b>-</b>	-

It is impracticable to estimate the amount expected to be settled or used within one year.

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefits through future taxable profits is probable. The Group has unrecognised tax losses and capital allowances of \$5,086,000 and \$1,202,000 (2019: \$4,757,000 and \$2,205,000) respectively which can be carried forward and used to offset against future taxable income subject to meeting certain statutory requirements by those companies with unrecognised tax losses and capital allowances in their respective countries of incorporation. These tax losses have no expiry date except for \$811,000 which will expire between 2021 to 2028. Unutilised capital allowances do not have expiry dates.

For the Singapore companies, the realisation of the future income tax benefits from tax losses carry forwards and temporary differences from capital allowances is available for an unlimited future period, subject to conditions imposed by law including the retention of majority shareholders as defined.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 8. Dividends

	<b>Group and Company</b>	
	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
	<hr/>	<hr/>
Final tax exempt dividend paid of 1.0 cents (2019: tax exempt 0.8 cents) per share in respect of the previous reporting year	<b>1,333,000</b>	1,066,400
Interim tax exempt dividend paid of 0.5 cents (2019: tax exempt 0.5 cents) per share in respect of current reporting year	<b>666,500</b>	666,500
Total dividends paid in the year	<b>1,999,500</b>	1,732,900

The directors have proposed that a final tax exempt dividend of 1.0 cents per share with a total of \$1,333,000 be paid to shareholders after the annual general meeting to be held on 16 April 2021. There are no income tax consequences. This dividend is subject to approval by shareholders at the next annual general meeting and has not been included as a liability in these financial statements. The proposed dividend is payable in respect of all ordinary shares in issue at the end of the reporting year and including the new qualifying shares issued up to the date the dividend becomes payable.

## 9. Earnings per share

Basic earnings per share is calculated by dividing the net profit attributable to equity holders of the Company by the weighted average number of ordinary shares of no par value in issue during the reporting year.

	<b>Group</b>	
	<b>2020</b>	<b>2019</b>
	<hr/>	<hr/>
The calculation of earnings per share is based on the following:		
Net profit for the year attributable to equity holders of the Company (\$)	<b>5,125,689</b>	3,843,641
Weighted average number of ordinary shares on issue for basic earnings per share	<b>133,300,000</b>	133,300,000

The Company and Group do not have any discontinued operations.

There is no dilution of earnings per share as there are no dilutive potential ordinary shares outstanding as at the year end. The denominators used are the same as those detailed above for both basic and diluted earnings per share.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 10. Property, plant and equipment

	Freehold land \$	Freehold buildings \$	Buildings on leasehold land \$	Machinery and equipment \$	Motor vehicles \$	Computer equipment, furniture and fixtures \$	Construction in progress \$	Total \$
<b>Group</b>								
<i>Cost:</i>								
At 1 January 2019	3,171,274	131,906	10,478,010	5,020,890	1,820,747	5,291,423	–	25,914,250
Currency translation differences	(7,281)	(302)	(4,945)	(2,420)	(5,905)	(7,157)	–	(28,010)
Additions	–	–	–	320,044	15,902	123,552	–	459,498
Disposals	–	–	–	(224,313)	(71,976)	(609,433)	–	(905,722)
At 31 December 2019	3,163,993	131,604	10,473,065	5,114,201	1,758,768	4,798,385	–	25,440,016
Currency translation differences	5,718	238	(8,267)	(2,523)	(1,625)	(1,563)	–	(8,022)
Additions	–	–	54,936	81,775	134,476	170,870	2,803,509	3,245,566
Disposals	–	–	–	(7,448)	(165,346)	(19,153)	–	(191,947)
<b>At 31 December 2020</b>	<b>3,169,711</b>	<b>131,842</b>	<b>10,519,734</b>	<b>5,186,005</b>	<b>1,726,273</b>	<b>4,948,539</b>	<b>2,803,509</b>	<b>28,485,613</b>
<i>Accumulated depreciation:</i>								
At 1 January 2019	–	113,402	4,217,327	4,807,072	1,222,411	4,842,353	–	15,202,565
Currency translation differences	–	(264)	(1,377)	(1,542)	(5,205)	(9,221)	–	(17,609)
Depreciation charge	–	2,863	342,009	88,074	212,348	216,320	–	861,614
Disposals	–	–	–	(219,113)	(71,976)	(604,410)	–	(895,499)
At 31 December 2019	–	116,001	4,557,959	4,674,491	1,357,578	4,445,042	–	15,151,071
Currency translation differences	–	219	(2,038)	(2,647)	(2,357)	(2,659)	–	(9,482)
Depreciation charge	–	2,855	342,831	132,280	181,707	224,444	–	884,117
Disposals	–	–	–	(6,618)	(165,346)	(19,150)	–	(191,114)
<b>At 31 December 2020</b>	<b>–</b>	<b>119,075</b>	<b>4,898,752</b>	<b>4,797,506</b>	<b>1,371,582</b>	<b>4,647,677</b>	<b>–</b>	<b>15,834,592</b>
<i>Carrying value:</i>								
At 1 January 2019	3,171,274	18,504	6,260,683	213,818	598,336	449,070	–	10,711,685
At 31 December 2019	3,163,993	15,603	5,915,106	439,710	401,190	353,343	–	10,288,945
<b>At 31 December 2020</b>	<b>3,169,711</b>	<b>12,767</b>	<b>5,620,982</b>	<b>388,499</b>	<b>354,691</b>	<b>300,862</b>	<b>2,803,509</b>	<b>12,651,021</b>

The construction-in-progress of \$2,803,509 (2019: Nil) relate to the construction of an office/warehouse building on industrial land at Seri Alam Industrial Park, Sungai Kapar, Indah, Klang, Selangor.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 10. Property, plant and equipment (cont'd)

The depreciation expense is charged to profit or loss under:

	Group	
	2020 \$	2019 \$
Cost of sales	33,783	17,876
Operating expenses	850,334	843,738
Total	884,117	861,614

	Buildings on leasehold land \$	Machinery and equipment \$	Motor vehicles \$	Computer equipment, furniture and fixtures \$	Total \$
<b>Company</b>					
<u>Cost:</u>					
At 1 January 2019	3,574,468	546,545	1,055,077	2,896,772	8,072,862
Additions	–	177,500	–	27,042	204,542
Disposals	–	–	(71,976)	(167,228)	(239,204)
At 31 December 2019	3,574,468	724,045	983,101	2,756,586	8,038,200
Additions	–	67,927	134,476	73,594	275,997
Disposals	–	–	(143,436)	(11,344)	(154,780)
<b>At 31 December 2020</b>	<b>3,574,468</b>	<b>791,972</b>	<b>974,141</b>	<b>2,818,836</b>	<b>8,159,417</b>
<u>Accumulated depreciation:</u>					
At 1 January 2019	2,637,494	499,053	690,376	2,792,008	6,618,931
Depreciation charge	119,149	28,945	116,277	48,481	312,852
Disposals	–	–	(71,976)	(167,228)	(239,204)
At 31 December 2019	2,756,643	527,998	734,677	2,673,261	6,692,579
Depreciation charge	119,150	57,692	103,271	49,805	329,918
Disposals	–	–	(143,436)	(11,344)	(154,780)
<b>At 31 December 2020</b>	<b>2,875,793</b>	<b>585,690</b>	<b>694,512</b>	<b>2,711,722</b>	<b>6,867,717</b>
<u>Carrying value:</u>					
At 1 January 2019	936,974	47,492	364,701	104,764	1,453,931
At 31 December 2019	817,825	196,047	248,424	83,325	1,345,621
<b>At 31 December 2020</b>	<b>698,675</b>	<b>206,282</b>	<b>279,629</b>	<b>107,114</b>	<b>1,291,700</b>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 11. Right-of-use assets

The right-of-use assets in the statement of financial position are as follows:

	Land \$	Office premises \$	Warehouse building \$	Motor vehicles \$	Total \$
<b>Group</b>					
<u>Cost:</u>					
At 1 January 2019	2,342,679	212,147	138,793	82,438	2,776,057
Currency translation differences	–	(3,911)	(319)	1,996	(2,234)
Additions	–	368,738	–	24,027	392,765
At 31 December 2019	2,342,679	576,974	138,474	108,461	3,166,588
Currency translation differences	–	3,871	250	2,515	6,636
Additions	–	186,100	–	49,639	235,739
Expired	–	(172,480)	–	(34,556)	(207,036)
<b>At 31 December 2020</b>	<b>2,342,679</b>	<b>594,465</b>	<b>138,724</b>	<b>126,059</b>	<b>3,201,927</b>
<u>Accumulated depreciation and impairment losses:</u>					
At 1 January 2019	–	–	–	–	–
Currency translation differences	–	(2,754)	(87)	747	(2,094)
Depreciation for the year	66,539	200,474	52,015	46,303	365,331
At 31 December 2019	66,539	197,720	51,928	47,050	363,237
Currency translation differences	–	414	253	1,134	1,801
Depreciation for the year	66,539	193,102	51,863	43,378	354,882
Expired	–	(172,480)	–	(34,556)	(207,036)
<b>At 31 December 2020</b>	<b>133,078</b>	<b>218,756</b>	<b>104,044</b>	<b>57,006</b>	<b>512,884</b>
<u>Carrying value:</u>					
At 1 January 2019	2,342,679	212,147	138,793	82,438	2,776,057
At 31 December 2019	2,276,140	379,254	86,546	61,411	2,803,351
<b>At 31 December 2020</b>	<b>2,209,601</b>	<b>375,709</b>	<b>34,680</b>	<b>69,053</b>	<b>2,689,043</b>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 11. Right-of-use assets (cont'd)

### Company

#### Cost:

At 1 January 2019, 31 December 2019 and 31 December 2020

Land \$	Total \$
1,168,825	1,168,825

#### Accumulated depreciation and impairment losses:

At 1 January 2019

Depreciation for the year

At 31 December 2019

Depreciation for the year

**At 31 December 2020**

–	–
33,395	33,395
33,395	33,395
33,395	33,395
<b>66,790</b>	<b>66,790</b>

#### Carrying value:

At 1 January 2019

At 31 December 2019

**At 31 December 2020**

1,168,825	1,168,825
1,135,430	1,135,430
<b>1,102,035</b>	<b>1,102,035</b>

The depreciation expense for the Group and Company is charged under other operating expenses.

Other information about the leasing activities relating to the right-of-use assets are summarised as follows:

	Group			Company
	Land	Office premises	Warehouse building	Land
Number of right-of-use assets	2	5	1	1
Remaining term – range (years)	33	0-5	1	33
Remaining term – average (years)	33	2	1	33

The leasehold land, on which the Company's building is situated, is under a non-cancellable operating lease expiring in 2053. The annual land rent payable is subject to annual revision.

There are restrictions or covenants imposed by the leases to sublet the asset to another party. The right-of-use asset can only be used by the lessee. Unless permitted by the owner, the lease prohibits from selling or pledging the underlying leased assets as security. Typically the leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Insurance and maintenance fees on right-of-use assets are usually required under the lease contracts.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 12. Investment property

	Group	
	2020 \$	2019 \$
<u>At cost:</u>		
Balance at beginning of year	138,005	138,323
Currency translation differences	249	(318)
Balance at end of year	<u>138,254</u>	<u>138,005</u>
<u>Accumulated depreciation:</u>		
Balance at beginning of year	62,119	59,158
Depreciation charge	3,093	3,103
Currency translation differences	121	(142)
Balance at end of year	<u>65,333</u>	<u>62,119</u>
<u>Net book value:</u>		
Balance at beginning of year	<u>75,886</u>	79,165
Balance at end of year	<u>72,921</u>	<u>75,886</u>
	Group	
	2020 \$	2019 \$
Fair value:		
Fair value at end of year	<u>317,069</u>	<u>316,497</u>
Rental and service income from investment property	<u>16,509</u>	<u>16,558</u>
	Gross floor area	Tenure of land
<b>Description / Location</b>		
Condominium BL 20-3, 20th Floor, Mont' Kiara Palma, Jalan 1/70C, Off Bukit Kiara, Kuala Lumpur 50480, Malaysia	<u>129 sq m</u>	<u>Freehold</u>

The fair value of the investment property was based on a valuation made by independent professional valuer, Jones Lang Wootton, in February 2020 in accordance with domestic valuation standards established and where applicable and relevant, reference has been made to other established international manuals and standards. The firm holds a recognised and relevant professional qualification with sufficient recent experience in the location and category of the investment property being valued.

The fair value was measured based on the highest and best use method to reflect the actual market state and circumstances as of the end of the reporting year. The fair value was determined on a systematic basis at least once in five years by the independent professional valuer. Management determined that the highest and best use of the asset is the current use and that it would provide maximum value to market participants principally through its use in combination with other assets.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 12. Investment property (cont'd)

For fair value measurements categorised within the fair value hierarchy below, a description of the valuation techniques and the significant other observable inputs used in the fair value measurement are as follows:

Asset:	Freehold property at BL 20-3, 20th Floor, Mont' Kiara Palma, Jalan 1/70C, Off Bukit Kiara, Kuala Lumpur 50480, Malaysia
Fair value and fair value hierarchy – Level:	\$317,069 (2019: \$316,497). Level 2. (2019: Level 2).
Valuation technique for recurring fair value measurements:	Comparison with market evidence of recent transaction prices for similar properties.
Significant observable inputs and range (weighted average):	Price per square feet \$224 –\$230 (2019: \$224 –\$230)
Relationship of unobservable inputs to fair value:	Not applicable.
Sensitivity on management's estimates – 10% variation from estimate	Impact – lower by \$31,707; higher by \$31,707.

The investment property was leased out for the years ended 31 December 2020 and 31 December 2019.

The direct operating expenses (including repairs and maintenance) arising from investment property that generated rental income during the year are not significant.

## 13. Investments in subsidiaries

	Company	
	2020 \$	2019 \$
Movements during the year at cost:		
Balance at beginning of year	5,871,772	5,871,772
Allowance for impairment	(300,000)	–
Balance at end of year	5,571,772	5,871,772
Net book value of subsidiaries	27,546,709	25,502,948
Total cost comprising:		
Unquoted equity shares at cost	7,087,972	7,087,972
Allowance for impairment	(1,516,200)	(1,216,200)
Total at cost	5,571,772	5,871,772
Movements in allowance for impairment:		
At beginning of year	1,216,200	1,216,200
Impairment loss charged to profit or loss included in other losses (a)	300,000	–
At end of year	1,516,200	1,216,200

(a) The decreasing performance of subsidiary Megachem Specialty Chemicals (I) Private Limited was considered sufficient evidence to trigger the impairment test. Accordingly, \$300,000 has been provided during the reporting year ended 31 December 2020 to write down the cost of investment to the recoverable amount.



# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 13. Investments in subsidiaries (cont'd)

Details of the subsidiaries are as follows:

**Name of subsidiary, principal activities,  
country of incorporation and place of operations**

**Effective percentage  
of equity held by Group**  
2020                      2019  
%                              %

### ***Held by the Company***

C.N. Chemicals Sdn. Bhd. (b) Trading in industrial chemicals Malaysia	<b>100</b>	100
Megachem Manufacturing Pte Ltd (a) Blending of chemicals and chemical-related products Singapore	<b>100</b>	100
Megachem Phils., Inc (c) Trading in chemicals and chemical-related products Philippines (Alas, Oplas & Co., CPA)	<b>90</b>	90
Megachem Raya Pte Ltd (a) Trading in chemicals and chemical-related products Singapore	<b>74</b>	74
Megachem (Shanghai) Pte Ltd (a) Trading in chemicals and chemical-related products Singapore	<b>85</b>	85
Megachem (UK) Ltd (b) Trading in chemicals and chemical-related products United Kingdom	<b>85</b>	85
Megachem Middle East FZE (b) Trading in chemicals and chemical-related products U.A.E	<b>100</b>	100
Megachem Specialty Chemicals (I) Private Limited (b) (e) Trading in chemicals and chemical-related products India	<b>100</b>	100
Megachem Vietnam Company Limited (b) Trading in chemicals and chemical-related products Vietnam	<b>100</b>	100
MG Chemicals (Australia) Pty Ltd (d) Trading in chemicals and chemical-related products Australia	<b>100</b>	100

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 13. Investments in subsidiaries (cont'd)

Name of subsidiary, principal activities,  
country of incorporation and place of operations

Effective percentage  
of equity held by Group  
2020 2019  
% %

### ***Held by subsidiaries***

Megachem International Trading (Shanghai) Co., Ltd (b)  
Trading in chemicals and chemical-related products  
People's Republic of China

85 85

P.T. Mega Kemiraya (b)  
Trading in chemicals and chemical-related products  
Indonesia

74 74

(a) Audited by RSM Chio Lim LLP.

(b) Audited by member firms of RSM International of which RSM Chio Lim LLP in Singapore is a member.

(c) Other independent auditor. Audited by firm of accountants other than member firms of RSM International of which RSM Chio Lim LLP in Singapore is a member. Their names are indicated above.

(d) Not audited as relieved from the requirement to prepare and lodge an audited financial report with the local authorities. The subsidiary is not material to the Group.

(e) 1% of the equity interest is held through a subsidiary, Megachem Manufacturing Pte Ltd.

There are no subsidiaries that have non-controlling interests that are considered material to the reporting entity.

As is required by Rule 716 of the Listing Manual of The Singapore Exchange Securities Trading Limited, the Audit Committee and the Board of Directors of the Company have satisfied themselves that the appointment of different auditors for certain of its overseas subsidiaries would not compromise the standard and effectiveness of the audit of the Group.

## 14. Investments in associated companies

Group

2020 2019  
\$ \$

Movements in carrying value during the year:

Balance at beginning of year

6,609,815 5,760,592

Currency translation differences

(147,455) 435,729

Share of profit for the year

1,593,846 1,110,220

Dividends received, net of tax

(443,005) (696,726)

Balance at end of year

7,613,201 6,609,815

Share of net book value of associated companies

7,613,201 6,609,815

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 14. Investments in associated companies (cont'd)

	Company	
	2020	2019
	\$	\$
Carrying value:		
Unquoted equity shares at cost	<b>2,798,756</b>	2,798,756

Details of the associated companies are as follows:

### Name of associated companies, principal activities, country of incorporation and place of operations

	Effective percentage of equity held by Group	
	2020	2019
	%	%
Megachem (Thailand) Public Company Limited (a) Trading in chemicals and chemical-related products Thailand (EY Office Limited)	<b>36</b>	36
<b><i>Held by Megachem (Thailand) Public Company Limited</i></b>		
Vertis Latex Co., Limited (b) Manufacturing of bedding products Thailand	–	11
Megachem Plus Limited (c) Import and distribution of ethanol chemicals Thailand	<b>29</b>	29
Megachem (Myanmar) Limited (d) Trading in construction material, hospital equipment, seeds and fertilizers Myanmar	<b>18</b>	18

- (a) Other independent auditor. Audited by firm of accountants other than member firms of RSM International of which RSM Chio Lim LLP in Singapore is a member. The name is indicated above.
- (b) Vertis Latex Co., Limited is 30% owned by Megachem (Thailand) Public Company Limited. Vertis Latex Co., Limited was liquidated in 2020.
- (c) Megachem Plus Limited is 80% owned by Megachem (Thailand) Public Company Limited.
- (d) Megachem (Myanmar) Limited is 51% owned by Megachem (Thailand) Public Company Limited.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 14. Investments in associated companies (cont'd)

As is required by Rule 716 of the Listing Manual of The Singapore Exchange Securities Trading Limited, the Audit Committee and the Board of Directors of the Company have satisfied themselves that the appointment of different auditors for its overseas associated companies would not compromise the standard and effectiveness of the audit of the Group.

Megachem (Thailand) Public Company Limited ("MGT") is considered material to the reporting entity. The summarised financial information of MGT and its subsidiaries and the amounts (and not the reporting entity's share of those amounts) based on the financial statements of MGT and its subsidiaries are as follows. These are adjusted to reflect adjustments made by the reporting entity when using the equity method.

	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>
Dividends paid	<b>1,233,204</b>	1,929,180
Revenue	<b>33,303,743</b>	29,892,786
Profit	<b>4,847,273</b>	3,298,511
Other comprehensive loss	<b>23,975</b>	(6,161)
Total comprehensive income	<b>4,871,248</b>	3,292,350
Current assets	<b>17,647,478</b>	14,207,123
Non-current assets	<b>8,197,573</b>	8,349,491
Current liabilities	<b>(2,314,386)</b>	(2,127,482)
Non-current liabilities	<b>(871,401)</b>	(678,584)
Net assets of the associate	<b>22,659,264</b>	19,750,548

## 15. Transferable club memberships

	<b>Group</b>		<b>Company</b>	
	<b>2020</b>	<b>2019</b>	<b>2020</b>	<b>2019</b>
	<b>\$</b>	<b>\$</b>	<b>\$</b>	<b>\$</b>
Transferable club memberships at cost	<b>77,871</b>	77,871	<b>47,071</b>	47,071
Currency translation differences	<b>(7,800)</b>	(7,842)	-	-
Less: allowance for impairment	<b>(43,070)</b>	(43,070)	<b>(43,070)</b>	(43,070)
Total transferable club memberships	<b>27,001</b>	26,959	<b>4,001</b>	4,001
Movement in allowance for impairment:				
Balance at beginning and end of year	<b>43,070</b>	43,070	<b>43,070</b>	43,070

The carrying value of club memberships is at cost less allowance for impairment. The fair value of the club memberships is deemed to be not reliably measurable as the probabilities of the various estimates within the range cannot be reasonably assessed and used in estimating fair values. Consequently it is carried at cost less allowance for impairment.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 16. Inventories

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Finished / trading goods	<b>24,374,512</b>	25,419,242	<b>10,698,800</b>	9,738,588
Inventories are stated after allowance.				
Movements in allowance during the year:				
Balance at beginning of the year	<b>3,463,646</b>	3,286,108	<b>1,534,000</b>	1,634,000
Charge to profit or loss included in cost of sales	<b>891,216</b>	401,725	<b>55,552</b>	63,890
Used / amount written off	<b>(261,655)</b>	(200,761)	<b>(238,552)</b>	(163,890)
Currency translation differences	<b>(34,233)</b>	(23,426)	–	–
Balance at end of the year	<b>4,058,974</b>	3,463,646	<b>1,351,000</b>	1,534,000

	Group	
	2020	2019
	\$	\$
The write-downs of inventories charged to profit or loss included in cost of sales (Note 4)	<b>891,216</b>	401,725
Decrease in inventories of finished/ trading goods	<b>1,044,730</b>	667,398
Purchase of inventories	<b>74,403,407</b>	82,082,793

Certain inventories are pledged as security for banking facilities as at 31 December 2020 and 31 December 2019 (see Note 23).

## 17. Trade and other receivables

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
<i>Current :</i>				
<u>Trade receivables:</u>				
Non-related parties	<b>23,975,113</b>	22,144,845	<b>7,268,617</b>	5,662,014
Subsidiaries	–	–	<b>6,788,260</b>	7,175,807
Associated company	<b>35,306</b>	67,811	<b>35,306</b>	44,174
Related party	<b>87,903</b>	–	–	–
Less: allowance for impairment – non-related parties	<b>(479,178)</b>	(567,323)	<b>(35,027)</b>	(26,625)
Less: allowance for impairment – subsidiaries	–	–	<b>(1,925,000)</b>	(1,985,000)
Net trade receivables – subtotal	<b>23,619,144</b>	21,645,333	<b>12,132,156</b>	10,870,370

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 17. Trade and other receivables (cont'd)

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
<i>Other receivables:</i>				
Loan to subsidiaries	-	-	4,522,716	4,172,131
Subsidiaries	-	-	1,711,750	1,716,923
Non-related parties	616,433	1,300,491	100,599	-
Less: allowance for impairment - subsidiaries	-	-	(2,215,000)	(2,055,000)
Net other receivables – subtotal	616,433	1,300,491	4,120,065	3,834,054
Total net trade and other receivables - current	24,235,577	22,945,824	16,252,221	14,704,424
<i>Non-current:</i>				
<i>Other receivables:</i>				
Loan to subsidiaries	-	-	1,824,630	808,080
Total other receivables – non-current	-	-	1,824,630	808,080
Total trade and other receivables	24,235,577	22,945,824	18,076,851	15,512,504

The non-trade amounts due from subsidiaries are unsecured, interest-free and are repayable on demand.

The loans to subsidiaries are unsecured, bear interest at 1.8% – 2.8% (2019: 2.9% – 4.8%) per annum and are repayable on demand.

Trade and other receivables are denominated in the following currencies:

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Singapore Dollar	4,582,400	4,773,920	6,143,416	5,725,035
United States Dollar	5,162,150	2,724,748	11,016,915	8,963,890
Malaysia Ringgit	2,856,341	3,422,091	-	-
China Renminbi	2,909,156	3,212,583	-	-
Indonesia Rupiah	1,842,906	2,011,261	-	-
Sterling Pound	1,852,791	1,778,274	275,487	322,240
Vietnamese Dong	1,064,302	1,495,361	-	-
Others	3,965,531	3,527,586	641,033	501,339
Total trade and other receivables	24,235,577	22,945,824	18,076,851	15,512,504

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 17. Trade and other receivables (cont'd)

The expected credit losses (ECL) on the above trade receivables are based on the simplified approach to measuring the ECL which uses a lifetime ECL allowance approach for all trade receivables recognised from initial recognition of these assets. These assets are grouped based on shared credit risk characteristics and the days past due for measuring the ECL. The allowance matrix is based on the historical observed default rates (over a period of 36 months) over the expected life of the trade receivables and is adjusted for forward-looking estimates including the impact of the COVID-19 pandemic. At every reporting date the historical observed default rates are updated and changes in the forward-looking estimates are analysed. The ageing of the assets is as follows:

Group	Gross amount		Expected loss ratio		Loss allowance	
	2020	2019	2020	2019	2020	2019
	\$'000	\$'000	%	%	\$'000	\$'000
Current	<b>18,853</b>	17,036	-	-	-	-
Past due less than 1 month	<b>3,198</b>	3,243	-	-	-	-
Past due 1 to 2 months	<b>1,009</b>	806	-	-	-	-
Past due 2 to 3 months	<b>368</b>	350	-	-	-	-
Past due 3 to 4 months	<b>129</b>	124	-	-	-	-
Past due 4 to 6 months	<b>47</b>	71	<b>2.92</b>	3.56	<b>1</b>	2
Past due over 6 months, invoice aged less than 1 year	<b>40</b>	41	<b>59.18</b>	56.67	<b>24</b>	23
Past due over 6 months, invoice aged over 1 year	<b>454</b>	542	<b>100</b>	100	<b>454</b>	542
Total	<b>24,098</b>	22,213			<b>479</b>	567

No allowance matrix is deemed necessary for the Company. There are no collateral held as security and other credit enhancements for the trade receivables held by the Group and Company.

The amounts are written off when there are indications that there is no reasonable expectation of recovery or the failure of a debtor to make contractual payments over an extended period.

Other receivables are normally with no fixed terms and therefore there is no maturity. Related company other receivables are regarded as of low credit risk if they are guaranteed by the parent or a related party with the ability to settle the amount. Other receivables are regarded as of low credit risk if they have a low risk of default and the debtor has a strong capacity to meet its contractual cash flow obligations in the near term. The methodology applied for impairment loss depends on whether there has been a significant increase in credit risk. Any contractual payment which is more than 1 year past due is considered credit impaired.

At each subsequent reporting date, an evaluation is made whether there is a significant change in credit risk by comparing the debtor's credit risk at initial recognition (based on the original, unmodified cash flows) with the credit risk at the reporting date (based on the modified cash flows). Adjustment to the loss allowance is made for any increase or decrease in credit risk.

(i) *Trade receivables that are neither past due nor impaired*

Trade receivables that are neither past due nor impaired are substantially companies with a good collection track record with the Group.

The Group's and Company's non-related party trade receivables not past due include receivables amounting to \$18,730,000 (2019: \$16,987,000) and \$5,914,000 (2019: \$4,373,000) respectively.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 17. Trade and other receivables (cont'd)

(ii) *Trade receivables that are past due and / or impaired*

The age analysis of non-related party trade receivables past due but not impaired is as follows:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Past due less than 1 month	3,198	3,243	1,130	985
Past due 1 to 2 months	1,009	788	122	149
Past due 2 to 3 months	368	350	54	109
Past due 3 to 4 months	129	124	13	20
Past due over 4 months	62	86	–	–
Total	<b>4,766</b>	4,591	<b>1,319</b>	1,263

The carrying amount of non-related party trade receivables determined to be impaired and the movement in the related allowance for impairment are as follows:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
Gross amount	479	567	35	27
Less: allowance for impairment	(479)	(567)	(35)	(27)
Total	–	–	–	–

Movements in allowance for impairment during the year:

Balance at beginning of year	567	598	27	15
Currency translation differences	(13)	(14)	–	–
Additions – Individually impaired (Note 4)	69	96	13	12
Additions – Collectively impaired (Note 4)	4	–	–	–
Bad debt written off	(30)	(30)	(2)	–
Bad debt recovered – Individually impaired	(118)	(43)	(3)	–
Bad debt recovered – Collectively impaired	–	(40)	–	–
Balance at end of year	<b>479</b>	567	<b>35</b>	27



# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 17. Trade and other receivables (cont'd)

(ii) *Trade receivables that are past due and / or impaired (cont'd)*

The carrying amount of related party trade and other receivables determined to be impaired and the movement in the related allowance for impairment are as follows:

	Company	
	2020 \$'000	2019 \$'000
Gross amount	4,140	4,040
Less: allowance for impairment	(4,140)	(4,040)
Total	<u>-</u>	<u>-</u>
Movements in allowance for impairment during the year:		
Balance at beginning of year	4,040	3,140
Additions – Individually impaired	160	990
Bad debt recovered	(60)	(90)
Balance at end of year	<u>4,140</u>	<u>4,040</u>

(iii) *Concentration of credit risk*

The number of debtors that individually represented 5-10% of non-related party trade receivables are as follows:

	Group		Company	
	2020	2019	2020	2019
Number of debtors that represent: 5-10% of non-related party trade receivables	<u>-</u>	<u>-</u>	<u>3</u>	<u>1</u>

There is no concentration of credit risk with respect to trade receivables as there are a large number of customers.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 17. Trade and other receivables (cont'd)

(iv) *Credit risk exposure*

The credit risk for non-related party trade receivables by geographical areas is as follows:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
<u>By geographical areas</u>				
Africa	3	–	3	–
America	61	104	61	22
ASEAN	13,694	13,312	7,017	5,527
Australia	1,392	849	39	–
Middle East	1,852	1,940	–	–
North Asia	3,821	3,075	38	17
South Asia	1,251	1,251	111	96
UK and Europe	1,901	1,614	–	–
Total non-related party trade receivables	<b>23,975</b>	22,145	<b>7,269</b>	5,662

## 18. Financial assets at fair value through profit or loss

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
At fair value:				
Listed equity securities – Singapore (Level 1) (Note 18A)	350,000	222,500	350,000	222,500
Forward foreign exchange contracts (Level 2) (Note 26)	4,338	4,990	–	–
Total financial assets at fair value through profit or loss	<b>354,338</b>	227,490	<b>350,000</b>	222,500

### 18A. Listed equity securities

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
Balance at beginning of year	222,500	340,000	222,500	340,000
Fair value gain on listed equity securities (Note 3)	127,500	–	127,500	–
Fair value loss on listed equity securities (Note 4)	–	(117,500)	–	(117,500)
Balance at end of year	<b>350,000</b>	222,500	<b>350,000</b>	222,500

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 19. Other current assets

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Advance payments to suppliers	<b>1,779,132</b>	1,482,326	<b>371,566</b>	245,386
Deposits to secure services	<b>211,113</b>	205,777	<b>8,540</b>	4,440
Prepayments	<b>525,869</b>	756,233	<b>106,075</b>	84,557
Total other current assets	<b>2,516,114</b>	2,444,336	<b>486,181</b>	334,383

## 20. Cash and bank balances

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Not restricted in use	<b>16,216,839</b>	14,880,406	<b>2,042,637</b>	1,934,510
Interest earning balances	<b>5,542,046</b>	6,542,432	–	–

Cash and cash equivalents are denominated in the following currencies:

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Singapore Dollar	<b>2,074,058</b>	1,425,490	<b>1,624,851</b>	1,282,686
United States Dollar	<b>3,610,742</b>	3,530,688	<b>360,590</b>	625,699
Malaysia Ringgit	<b>5,886,163</b>	5,875,999	–	–
Indonesia Rupiah	<b>2,062,524</b>	1,141,410	–	–
China Renminbi	<b>413,111</b>	861,857	–	–
Sterling Pound	<b>32,797</b>	66,031	–	–
Others	<b>2,137,444</b>	1,978,931	<b>57,196</b>	26,125
Total cash and bank balances	<b>16,216,839</b>	14,880,406	<b>2,042,637</b>	1,934,510

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 20. Cash and bank balances (cont'd)

Interest earning balances have an average maturity of two months (2019: one month) from the end of the reporting year with the following average interest rates:

	Group	
	2020	2019
United States Dollar	0.2%	1.5%
Malaysia Ringgit	2.0%	3.3%
Indonesia Rupiah	5.2%	5.8%
India Rupee	6.2%	7.3%

## 20A. Cash and cash equivalents in the statement of cash flows:

	Group	
	2020	2019
	\$	\$
Cash and bank balances	16,216,839	14,880,406
Less : Bank overdraft	(303,047)	–
Cash and cash equivalents for statement of cash flows purposes at end of the year	15,913,792	14,880,406

There are no reconciliation amounts for the non-cash changes in liabilities arising from financing activities.

## 21. Share capital

	Group and Company	
	Number of shares issued	Share capital \$
Ordinary shares of no par value:		
Balance at 1 January 2019, 31 December 2019 and 31 December 2020	133,300,000	15,892,028

The ordinary shares of no par value are fully paid, carry one vote each and have no right to fixed income. The Company is not subject to any externally imposed capital requirements.

In order to maintain its listing on the Singapore Stock Exchange it has to have share capital with a free float of at least 10% of the shares. The Company met the capital requirement on its initial listing and the rules limiting treasury share purchases mean it will automatically continue to satisfy that requirement, as it did throughout the reporting year. Management receives a report from the share registrars frequently on substantial share interests showing the non-free float to ensure continuing compliance with the 10% limit throughout the reporting year.

The Company is a Catalyst company and had appointed a sponsor to comply with the Catalyst Rules and to facilitate certain corporate actions including rights issues, placement of shares, warrants or other convertible securities for cash, major transactions, transactions requiring shareholders' approval and schemes of arrangement.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 22. Other reserves

	Group	
	2020 \$	2019 \$
Currency translation reserve	<u><b>(4,183,679)</b></u>	<u>(3,852,217)</u>

The currency translation reserve accumulates all foreign exchange differences arising from the translation of financial statements denominated in currencies other than the presentation currency.

This reserve is not available for cash dividends unless realised.

Movements in currency translation reserve during the year:

	Group	
	2020 \$	2019 \$
Balance at beginning of year	<b>(3,852,217)</b>	(4,219,180)
Net currency translation differences of financial statements of foreign subsidiaries	<b>(331,462)</b>	366,963
Balance at end of year	<u><b>(4,183,679)</b></u>	<u>(3,852,217)</u>

## 23. Borrowings

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
<i>Current:</i>				
Bank overdraft (unsecured)	<b>303,047</b>	–	–	–
Bill payables (unsecured)	<b>8,527,988</b>	7,140,861	<b>5,327,551</b>	4,413,607
Bill payables (secured)	<b>528,651</b>	389,843	–	–
Short term bank loans (unsecured)	<b>6,186,891</b>	7,940,978	<b>5,084,491</b>	4,760,630
Short term bank loans (secured)	<b>937,801</b>	1,652,169	–	–
Long term bank loans (unsecured)	<b>125,000</b>	–	<b>125,000</b>	–
Long term bank loans (secured)	<b>180,837</b>	440,782	–	–
Current, total	<u><b>16,790,215</b></u>	<u>17,564,633</u>	<u><b>10,537,042</b></u>	<u>9,174,237</u>
<i>Non-current:</i>				
Long term bank loans (unsecured)	<b>1,875,000</b>	–	<b>1,875,000</b>	–
Long term bank loans (secured)	<b>680,154</b>	864,534	–	–
Non-current, total	<u><b>2,555,154</b></u>	<u>864,534</u>	<u><b>1,875,000</b></u>	<u>–</u>
Total borrowings	<u><b>19,345,369</b></u>	<u>18,429,167</u>	<u><b>12,412,042</b></u>	<u>9,174,237</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 23. Borrowings (cont'd)

The secured long term bank loans as at 31 December 2020 are secured by way of mortgage over industrial land at Seri Alam Industrial Park, Sungai Kapar, Indah, Klang, Selangor.

The secured long term bank loans as at 31 December 2019 are secured by way of mortgage over property located at 11 Tuas Link 1 Singapore 638588 and industrial land at Seri Alam Industrial Park, Sungai Kapar, Indah, Klang, Selangor.

The secured bill payables and short term bank loans as at 31 December 2020 and 31 December 2019 are collateralized on fixed and floating charges over all the assets and undertaking of certain subsidiaries, including all present and future freehold and leasehold property, book and other debts, chattels, goodwill and uncalled capital, both present and future.

### (a) Maturity of borrowings

The bill payables and short term bank loans have an average maturity of 2 months and 1 month respectively (2019: 2 months and 2 months) from the end of the reporting year. The long term bank loans have an average maturity of 5 years from the end of the reporting year (2019: 4 years).

### (b) Currency of borrowings

Borrowings are denominated in the following currencies:

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
Singapore Dollar	<b>6,338,773</b>	5,587,927	<b>5,438,773</b>	3,410,132
United States Dollar	<b>7,684,875</b>	7,215,883	<b>5,980,238</b>	4,797,674
Malaysia Ringgit	<b>860,991</b>	1,027,521	–	–
China Renminbi	<b>2,311,280</b>	2,293,350	–	–
Sterling Pound	<b>1,022,309</b>	1,355,423	<b>450,650</b>	441,575
Others	<b>1,127,141</b>	949,063	<b>542,381</b>	524,856
Total borrowings	<b>19,345,369</b>	18,429,167	<b>12,412,042</b>	9,174,237

### (c) Interest rate

All borrowings are at floating interest rates except for a long term bank loan of \$2,000,000 at fixed rate of 1.75% (2019: Nil).

The weighted average effective interest rates of borrowings at the reporting date are as follows:

#### Group

	2020			2019		
	SGD	USD	Others	SGD	USD	Others
Bill payables	<b>1.6%</b>	<b>1.8%</b>	<b>4.3%</b>	3.0%	3.4%	3.2%
Short term bank loans	<b>1.7%</b>	<b>1.5%</b>	<b>2.9%</b>	3.3%	3.2%	4.4%
Long term bank loans	<b>1.8%</b>	–	<b>3.2%</b>	3.0%	–	6.7%

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 23. Borrowings (cont'd)

(c) Interest rate (cont'd)

Company

	2020			2019		
	SGD	USD	Others	SGD	USD	Others
Bill payables	1.6%	1.5%	1.0%	3.0%	3.2%	1.2%
Short term bank loans	1.6%	1.5%	1.5%	3.2%	3.2%	2.2%

(d) Carrying amounts and fair values

The fair value (Level 2) of bank borrowings is a reasonable approximation of the carrying amount as they are floating rate instruments that are frequently re-priced to market interest rates.

## 24. Trade and other payables

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
<u>Trade payables:</u>				
Non-related parties	6,794,017	6,933,790	2,457,593	2,347,133
Associated company	49,439	7,483	1,199	3,496
Subsidiaries	–	–	322,306	337,637
Trade payables – subtotal	6,843,456	6,941,273	2,781,098	2,688,266
<u>Other payables:</u>				
Associated company	2,798	3,719	–	870
Subsidiaries	–	–	40,738	71,939
Loan from subsidiary	–	–	396,690	–
Advance payments from customers	204,110	165,605	–	–
Advance payments from subsidiary	–	–	667,072	670,683
Accrued liabilities	3,873,836	3,428,691	1,501,040	1,430,917
Deferred income	173,712	–	143,458	–
Other payables	2,434,304	1,602,726	948,098	691,964
Other payables – subtotal	6,688,760	5,200,741	3,697,096	2,866,373
Total trade and other payables	13,532,216	12,142,014	6,478,194	5,554,639

The non-trade amounts due to subsidiaries and associated company are unsecured, interest-free and are repayable on demand.

The loans from subsidiary is unsecured, bear interest at 2.4% (2019: Nil) per annum and are repayable on demand.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 24. Trade and other payables (cont'd)

Trade and other payables are denominated in the following currencies:

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Singapore Dollar	<b>3,803,030</b>	3,272,249	<b>3,152,851</b>	2,477,588
United States Dollar	<b>4,996,242</b>	4,687,368	<b>3,109,567</b>	2,651,855
China Renminbi	<b>689,081</b>	815,213	–	–
Sterling Pound	<b>1,126,294</b>	751,301	<b>73,302</b>	64,473
Malaysia Ringgit	<b>771,831</b>	306,876	–	–
Others	<b>2,145,738</b>	2,309,007	<b>142,474</b>	360,723
Total trade and other payables	<b>13,532,216</b>	12,142,014	<b>6,478,194</b>	5,554,639

## 25. Lease liabilities

Lease liabilities are presented in the statement of financial position as follows:

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Lease liabilities, current	<b>214,651</b>	282,727	<b>13,958</b>	13,279
Lease liabilities, non-current	<b>2,562,632</b>	2,572,232	<b>1,128,956</b>	1,142,914
	<b>2,777,283</b>	2,854,959	<b>1,142,914</b>	1,156,193

Movements of lease liabilities for the reporting year are as follows:

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Balance at beginning of year	<b>2,854,959</b>	2,776,057	<b>1,156,193</b>	1,168,825
Currency translation differences	<b>1,726</b>	(218)	–	–
Additions	<b>235,739</b>	392,766	–	–
Accretion of interest (Note 5)	<b>141,810</b>	143,158	<b>57,214</b>	57,861
Lease payments	<b>(456,951)</b>	(456,804)	<b>(70,493)</b>	(70,493)
Balance at end of year	<b>2,777,283</b>	2,854,959	<b>1,142,914</b>	1,156,193

The lease liability above does not include the short-term leases of less than 12 months and leases of low-value underlying assets. Variable lease payments which do not depend on an index or a rate or based on a percentage of revenue are not included from the initial measurement of the lease liability and the right-of-use assets. The right-of-use assets are disclosed in Note 11.



# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 25. Lease liabilities (cont'd)

Only variable lease payments that depend on an index or a rate; payments that vary to reflect changes in market rental rates are included in the measurement of the lease liability. Such variable amounts that are unpaid at the commencement date are included in the measurement of lease liability. Variable lease payments would also include extension options and termination options, residual value guarantees and leases not yet commenced to which the lessee is committed. The variable lease payments based on revenue are recognised in profit or loss in the year in which the condition that triggers those payments occurs.

A summary of the maturity analysis of lease liabilities that shows the remaining contractual maturities is as follows:

### Group

#### 2020

Minimum lease payments payable:

Not later than one year

Later than one year and not later than five years

Later than five years

Total

Minimum payments	Finance charges	Present value
\$	\$	\$
349,136	(134,485)	214,651
883,531	(459,268)	424,263
3,976,907	(1,838,538)	2,138,369
5,209,574	(2,432,291)	2,777,283

#### 2019

Minimum lease payments payable:

Not later than one year

Later than one year and not later than five years

Later than five years

Total

Minimum payments	Finance charges	Present value
\$	\$	\$
419,315	(136,588)	282,727
860,176	(460,045)	400,131
4,117,892	(1,945,791)	2,172,101
5,397,383	(2,542,424)	2,854,959

### Company

#### 2020

Minimum lease payments payable:

Not later than one year

Later than one year and not later than five years

Later than five years

Total

Minimum payments	Finance charges	Present value
\$	\$	\$
70,493	(56,535)	13,958
281,973	(218,624)	63,349
1,973,812	(908,205)	1,065,607
2,326,278	(1,183,364)	1,142,914

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 25. Lease liabilities (cont'd)

Company

2019

	Minimum payments \$	Finance charges \$	Present value \$
Minimum lease payments payable:			
Not later than one year	70,493	(57,214)	13,279
Later than one year and not later than five years	281,973	(221,707)	60,266
Later than five years	2,044,306	(961,658)	1,082,648
Total	<u>2,396,772</u>	<u>(1,240,579)</u>	<u>1,156,193</u>

Total cash outflows for leases for the year ended 31 December 2020 and 31 December 2019 are shown in the statement of cash flows.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes to in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

There were no future cash outflows to which the lessee is potentially exposed that are not reflected in the measurement of lease liabilities above.

At reporting year date there were no commitments on leases which had not yet commenced.

Apart from the disclosures made in other notes to the financial statements, amounts relating to leases include the following:

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
Expense relating to short-term and leases of low-value assets included in other expenses	<u>174,929</u>	<u>168,035</u>	<u>336,360</u>	<u>336,360</u>

The fair value (Level 2) is a reasonable approximation of the carrying amount. The fair value of the finance leases was estimated by discounting the future cash flows payable under the terms of the finance leases using the year-end interest rate ranging between 3.0% to 10.0% applicable to similar finance leases (Level 3).

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 26. Financial assets/(liabilities) at fair value through profit or loss

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
<u>Forward foreign exchange contracts</u>				
Balance at beginning of year	(45,827)	30,300	–	(2,878)
Realisation of forward contracts	45,898	(30,410)	–	2,878
Currency translation differences	(2,942)	(626)	–	–
Fair value loss (Note 4)	(163,593)	(50,010)	(12,352)	–
Fair value gains (Note 3)	4,291	4,919	–	–
Balance at end of year	<b>(162,173)</b>	<b>(45,827)</b>	<b>(12,352)</b>	<b>–</b>
Presented in balance sheet as:				
Financial assets at FVTPL (Note 18)	4,338	4,990	–	–
Financial liabilities at FVTPL	(166,511)	(50,817)	(12,352)	–
Net	<b>(162,173)</b>	<b>(45,827)</b>	<b>(12,352)</b>	<b>–</b>

Forward foreign exchange contracts are entered into to manage exposure to fluctuations in foreign currency exchange rates on expected sales and purchases denominated in United States Dollar (“USD”), Euro (“Euro”) or Japanese Yen (“JPY”).

The table below sets out the notional principal amounts of the outstanding forward foreign exchange contracts of the Group and the Company, and their corresponding favourable and unfavourable fair values (Level 2) at the reporting date. The amount of notional amount outstanding is not necessarily a measure or indication of market risk.

	Notional principal		Favourable fair value		Unfavourable fair value	
	2020 \$	2019 \$	2020 \$	2019 \$	2020 \$	2019 \$
<u>Group</u>						
Sell Euro	161,946	188,484	1,934	4,488	–	–
Purchase Euro	97,423	143,248	570	–	–	1,920
Purchase JPY	211,580	204,518	1,834	502	–	–
Purchase USD	5,539,478	1,687,125	–	–	166,511	48,897
	<b>6,010,427</b>	<b>2,223,375</b>	<b>4,338</b>	<b>4,990</b>	<b>166,511</b>	<b>50,817</b>
<u>Company</u>						
Purchase USD	507,827	–	–	–	12,352	–

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 26. Financial assets/(liabilities) at fair value through profit or loss (cont'd)

The fair value (Level 2) of forward foreign exchange contracts is based on the current value of the difference between the contractual exchange rate and the market rate at the end of the reporting year. The valuation technique uses market observable inputs.

At 31 December 2020, the settlement date on forward foreign exchange contracts for the Group and Company ranges from 1 to 6 months (2019: 1 to 7 months) and 1 to 2 months (2019: Nil) respectively.

## 27. Financial instruments: information on financial risks

### 27A. Financial risk management

The main purpose for holding or issuing financial instruments is to raise and manage the finances for the entity's operating, investing and financing activities. There are exposures to the financial risks on the financial instruments such as credit risk, liquidity risk and market risk comprising interest rate, currency risk and price risk exposures.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Group.

Management sets the objectives and underlying principles of financial risk management for the Group. This includes establishing policies such as authority levels, oversight responsibilities, risk identification and measurement, exposure limits and hedging strategies in accordance with the objectives and underlying principles approved by the Board of Directors.

There have been no changes to the exposures to risk; the objectives, policies and processes for managing the risk and the methods used to measure the risk.

### 27B. Categories of financial assets and liabilities

The following table categorises the carrying amount of financial assets and liabilities recorded at the end of the reporting year:

	Group		Company	
	2020 \$'000	2019 \$'000	2020 \$'000	2019 \$'000
<u>Financial assets</u>				
Financial assets at amortised cost	40,452	37,826	20,119	17,447
Financial assets at FVTPL	354	228	350	223
At end of the year	<b>40,806</b>	38,054	<b>20,469</b>	17,670
<u>Financial liabilities</u>				
Financial liabilities at amortised cost	35,277	33,260	19,223	15,214
Financial liabilities at FVTPL	167	51	12	–
At end of the year	<b>35,444</b>	33,311	<b>19,235</b>	15,214

Further quantitative disclosures are included throughout these financial statements.

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## 27. Financial instruments: information on financial risks (cont'd)

### 27C. Foreign currency risk

Foreign exchange risk arises on financial instruments that are denominated in a foreign currency, ie in a currency other than the functional currency in which they are measured. For the purpose of this financial reporting standard on financial instruments: disclosures, currency risk does not arise from financial instruments that are non-monetary items or from financial instruments denominated in the functional currency.

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures primarily with respect to United States Dollar ("USD"), Sterling Pound ("GBP") and Malaysia Ringgit ("RM").

The Group's currency exposure is as follows:

Group	Exposure in					Total \$'000
	SGD \$'000	USD \$'000	GBP \$'000	RM \$'000	Others \$'000	
<u>2020</u>						
<u>Financial assets</u>						
Cash and bank balances	2,074	3,611	33	5,886	4,613	16,217
Trade and other receivables	7,103	16,656	2,239	2,864	12,327	41,189
Subtotal	9,177	20,267	2,272	8,750	16,940	57,406
<u>Financial liabilities</u>						
Trade and other payables	6,115	16,326	1,486	770	4,931	29,628
Borrowings	6,339	7,685	1,022	861	3,438	19,345
Lease liabilities	2,291	–	209	37	240	2,777
Subtotal	14,745	24,011	2,717	1,668	8,609	51,750
Net financial assets/(liabilities)	(5,568)	(3,744)	(445)	7,082	8,331	5,656
Less: Net financial (assets) / liabilities denominated in respective entities' functional currencies	5,239	214	159	(7,082)	(4,106)	(5,576)
Add: Currency forwards	–	5,539	–	–	147	5,686
Net currency exposure	(329)	2,009	(286)	–	4,372	5,766

# NOTES TO THE FINANCIAL STATEMENTS

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## 27. Financial instruments: information on financial risks (cont'd)

### 27C. Foreign currency risk (cont'd)

<u>Group</u>	Exposure in					Total \$'000
	SGD \$'000	USD \$'000	GBP \$'000	RM \$'000	Others \$'000	
<u>2019</u>						
<u>Financial assets</u>						
Cash and bank balances	1,425	3,531	66	5,876	3,982	14,880
Trade and other receivables	6,897	14,414	2,182	3,422	12,606	39,521
Subtotal	8,322	17,945	2,248	9,298	16,588	54,401
<u>Financial liabilities</u>						
Trade and other payables	5,368	16,234	1,154	304	4,924	27,984
Borrowings	5,588	7,216	1,355	1,028	3,242	18,429
Lease liabilities	2,318	–	237	90	210	2,855
Subtotal	13,274	23,450	2,746	1,422	8,376	49,268
Net financial assets/(liabilities)	(4,952)	(5,505)	(498)	7,876	8,212	5,133
Less: Net financial (assets) / liabilities denominated in respective entities' functional currencies	4,149	963	286	(7,876)	(5,175)	(7,653)
Add: Currency forwards	–	1,687	–	–	159	1,846
Net currency exposure	(803)	(2,855)	(212)	–	3,196	(674)

The Company has certain investments in foreign operations, whose net assets are exposed to currency translation risk. The Company does not hedge such currency translation risk.

The Company's currency exposure is as follows:

<u>Company</u>	Exposure in		Total \$'000
	USD \$'000	Others \$'000	
<u>2020</u>			
<u>Financial assets</u>			
Cash and bank balances	361	57	418
Trade and other receivables	13,904	2,186	16,090
Subtotal	14,265	2,243	16,508
<u>Financial liabilities</u>			
Trade and other payables	2,442	217	2,659
Borrowings	5,980	993	6,973
Subtotal	8,422	1,210	9,632
Net financial assets	5,843	1,033	6,876
Add: Currency forwards	508	–	508
Net currency exposure	6,351	1,033	7,384

# NOTES TO THE FINANCIAL STATEMENTS

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## 27. Financial instruments: information on financial risks (cont'd)

### 27C. Foreign currency risk (cont'd)

#### Company

	<b>USD \$'000</b>	<b>Exposure in Others \$'000</b>	<b>Total \$'000</b>
<u>2019</u>			
<u>Financial assets</u>			
Cash and bank balances	626	26	652
Trade and other receivables	11,682	2,145	13,827
Subtotal	<u>12,308</u>	<u>2,171</u>	<u>14,479</u>
<u>Financial liabilities</u>			
Trade and other payables	1,981	426	2,407
Borrowings	4,798	966	5,764
Subtotal	<u>6,779</u>	<u>1,392</u>	<u>8,171</u>
Net financial assets	5,529	779	6,308
Add: Currency forwards	–	–	–
Net currency exposure	<u><u>5,529</u></u>	<u><u>779</u></u>	<u><u>6,308</u></u>

The following table demonstrates the sensitivity of the Group's and Company's net profit after tax and equity to changes in foreign currency movement (assuming all other variables are consistent):

	← 2020		2019 →	
	Increase / (Decrease)			
	<b>Profit after tax \$'000</b>	<b>Equity \$'000</b>	<b>Profit after tax \$'000</b>	<b>Equity \$'000</b>
<u>Group</u>				
USD: strengthen by 1%	<b>91</b>	<b>71</b>	(12)	(16)
USD: weaken by 1%	<b>(91)</b>	<b>(71)</b>	12	16
<u>Company</u>				
USD: strengthen by 1%	<b>53</b>	<b>53</b>	46	46
USD : weaken by 1%	<b>(53)</b>	<b>(53)</b>	(46)	(46)

The above table shows sensitivity to the hypothetical percentage variations in the functional currency against the relevant non-functional foreign currencies. The sensitivity rate used is the reasonably possible change in foreign exchange rates. For similar rate weakening of the functional currency against the relevant foreign currencies above, there would be comparable impacts in the opposite direction.

In management's opinion, the above sensitivity analysis is unrepresentative of the foreign currency risks as the historical exposure does not reflect the exposure in future.

The hypothetical changes in exchange rates are not based on observable market data (unobservable inputs). The sensitivity analysis is disclosed for each non-functional currency to which the entity has significant exposure at end of the reporting year. The analysis above has been carried out without taking into consideration hedged transactions.

# NOTES TO THE FINANCIAL STATEMENTS

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## 27. Financial instruments: information on financial risks (cont'd)

### 27D. Equity price risk

The Group is exposed to equity security market risk because of the investments held by the Group which are classified as financial assets at fair value through profit or loss. These investments are listed on the Stock Exchange of Singapore.

Such investments are exposed to both currency risk and market price risk arising from uncertainties about future values of the equity shares.

The effect on post tax profit is not significant.

### 27E. Interest rate risk

The floating rate debt instruments are with interest rates that are re-set at regular intervals. The interest rates are disclosed in the respective notes.

Cash flow interest rate risk is the risk that the future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Fair value interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk mainly arises from bills payable to banks and short term bank loans at floating interest rates. The Group manages its interest rate risk by keeping bills payable and short term bank loans to the minimum required to sustain the operations of the Group.

The following table demonstrates the sensitivity of the Group's and Company's net profit after tax and equity to changes in interest rates movement (assuming all other variables are consistent):

	2020		2019	
	← Increase / (Decrease) →			
	Profit after tax \$'000	Equity \$'000	Profit after tax \$'000	Equity \$'000
<u>Group</u>				
Increased by 1-percentage point	(140)	(136)	(149)	(143)
Decreased by 1-percentage point	140	136	149	143
<u>Company</u>				
Increased by 1-percentage point	(86)	(86)	(76)	(76)
Decreased by 1-percentage point	86	86	76	76



# NOTES TO THE FINANCIAL STATEMENTS

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## 27. Financial instruments: information on financial risks (cont'd)

### 27F. Credit risk on financial assets

Financial assets that are potentially subject to concentrations of credit risk and failures by counterparties to discharge their obligations in full or in a timely manner. These arise principally from cash balances with banks, cash equivalents, receivables and other financial assets. The maximum exposure to credit risk is the total of the fair value of the financial assets at the end of the reporting year. Credit risk on cash balances with banks and any other financial instruments is limited because the counter-parties are entities with acceptable credit ratings. For expected credit losses (ECL) on financial assets, a simplified approach is permitted by the financial reporting standards on financial instruments for financial assets that do not have a significant financing component, such as trade receivables. On initial recognition, a day-1 loss is recorded equal to the 12 month ECL (or lifetime ECL for trade receivables), unless the assets are considered credit impaired. For credit risk on trade receivables an ongoing credit evaluation is performed on the financial condition of the debtors and an impairment loss is recognised in profit or loss. Reviews and assessments of credit exposures in excess of designated limits are made. Renewals and reviews of credit limits are subject to the same review process.

Note 20 discloses the maturity of the cash and cash equivalents balances. Bank deposits that are neither past due nor impaired are mainly deposits with reputable banks. Cash and cash equivalents are also subject to the impairment requirements of the standard on financial instruments. There was no identified impairment loss.

As the Group and Company do not hold any collateral, the maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented on the statement of financial position except for corporate guarantees provided to banks (Note 28).

### 27G. Liquidity risk – financial liabilities maturity analysis

The following table analyses the Group's and the Company's non-derivative financial liabilities by remaining contractual maturity (contractual and undiscounted cash flows).

<u>Group</u>	<b>Not later than one year \$'000</b>	<b>Later than one year and not later than five years \$'000</b>	<b>Later than five years \$'000</b>	<b>Total \$'000</b>
As at 31 December 2020				
Trade and other payables	<b>13,154</b>	–	–	<b>13,154</b>
Gross borrowing commitments	<b>16,917</b>	<b>2,662</b>	–	<b>19,579</b>
Gross lease liabilities	<b>349</b>	<b>884</b>	<b>3,977</b>	<b>5,210</b>
	<b>30,420</b>	<b>3,546</b>	<b>3,977</b>	<b>37,943</b>
As at 31 December 2019				
Trade and other payables	11,976	–	–	11,976
Gross borrowing commitments	17,717	909	96	18,722
Gross lease liabilities	419	860	4,118	5,397
	30,112	1,769	4,214	36,095

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 27. Financial instruments: information on financial risks (cont'd)

### 27G. Liquidity risk – financial liabilities maturity analysis (cont'd)

<u>Company</u>	<b>Not later than one year \$'000</b>	<b>Later than one year and not later than five years \$'000</b>	<b>Later than five years \$'000</b>	<b>Total \$'000</b>
As at 31 December 2020				
Trade and other payables	5,668	–	–	5,668
Gross borrowing commitments	10,593	1,941	–	12,534
Gross lease liabilities	70	282	1,974	2,326
	<b>16,331</b>	<b>2,223</b>	<b>1,974</b>	<b>20,528</b>
As at 31 December 2019				
Trade and other payables	4,884	–	–	4,884
Gross borrowing commitments	9,224	–	–	9,224
Gross lease liabilities	70	282	2,045	2,397
	14,178	282	2,045	16,505

The liquidity risk refers to the difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. It is expected that all the liabilities will be settled at their contractual maturity. The average credit period taken to settle trade payables is about 60 days (2019: 60 days). The classification of the financial assets is shown in the statement of financial position as they may be available to meet liquidity needs and no further analysis is deemed necessary.

The following table analyses the Group's derivative financial instruments for which contractual maturities are essential for understanding of the timing of cash flows by remaining contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	<b>Group</b>	
	<b>2020 \$'000</b>	<b>2019 \$'000</b>
Gross settled currency forwards		
- Receipts	6,013	2,228
- Payments	<b>(6,257)</b>	(2,274)

Financial guarantee contracts – At the end of the reporting year, no claims on the financial guarantee are expected. All the corporate guarantees provided are disclosed in Note 28. The underlying bank facilities mature within 4 years (2019: 4 years).

The Group and Company manage the liquidity risk by maintaining sufficient cash balances and the availability of funding through an adequate amount of committed credit facilities.

# NOTES TO THE FINANCIAL STATEMENTS

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## 27. Financial instruments: information on financial risks (cont'd)

### 27H. Capital risk

The Group's objectives when managing capital are to safeguard the Group's ability to continue its business operations as a going concern and to maintain an optimal capital structure so as to maximise shareholders' value.

In order to maintain or achieve an optimal capital structure, the Group may adjust the amount of dividend payment, return capital to shareholders, issue new shares, buy back issued shares, obtain new borrowings or reduce borrowings.

Under loans granted by a bank to a subsidiary, the Company is required by bank to observe certain financial covenants such as a minimum consolidated tangible networth of \$30 million and a maximum consolidated leverage ratio of 1.0. The Company monitors its capital regularly to ensure these covenants are not breached. In addition, the Group seeks to maintain maximum gearing ratio of 0.5 internally to minimise financial risks.

The bank defines leverage ratio as total bank borrowings liabilities divided by total tangible networth and shareholders' networth as aggregate of paid up capital and revenue reserves.

	Group		Company	
	2020	2019	2020	2019
Total borrowings (\$'000)	<b>19,345</b>	18,429	<b>12,412</b>	9,174
Total tangible networth (\$'000)	<b>52,431</b>	49,636	<b>22,245</b>	22,922
Leverage ratio	<b>0.37</b>	0.37	<b>0.56</b>	0.40

The Group and the Company are in compliance with all externally imposed capital requirements for the reporting years ended 31 December 2020 and 31 December 2019.

### 27I. Fair value measurements recognised in the statement of financial position

The fair value measurements are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements.

The quantitative disclosures for the fair value measurements are disclosed below:

Group	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
As at 31 December 2020				
<u>Financial assets at fair value through profit or loss:</u>				
Forward foreign currency contracts	–	4	–	4
Quoted equity shares in corporations	350	–	–	350
Total	<b>350</b>	<b>4</b>	–	<b>354</b>
<u>Financial liabilities at fair value through profit or loss:</u>				
Forward foreign currency contracts	–	167	–	167
Total	–	<b>167</b>	–	<b>167</b>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 27. Financial instruments: information on financial risks (cont'd)

### 27I. Fair value measurements recognised in the statement of financial position (cont'd)

<u>Group</u>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
As at 31 December 2019				
<u>Financial assets at fair value through profit or loss:</u>				
Forward foreign currency contracts	–	5	–	5
Quoted equity shares in corporations	223	–	–	223
Total	223	5	–	228
<u>Financial liabilities at fair value through profit or loss:</u>				
Forward foreign currency contracts	–	51	–	51
Total	–	51	–	51
<u>Company</u>				
	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>	<b>\$'000</b>
As at 31 December 2020				
<u>Financial assets at fair value through profit or loss:</u>				
Quoted equity shares in corporations	<b>350</b>	–	–	<b>350</b>
Total	<b>350</b>	–	–	<b>350</b>
<u>Financial liabilities at fair value through profit or loss:</u>				
Forward foreign currency contracts	–	<b>12</b>	–	<b>12</b>
Total	–	<b>12</b>	–	<b>12</b>
As at 31 December 2019				
<u>Financial assets at fair value through profit or loss:</u>				
Quoted equity shares in corporations	223	–	–	223
Total	223	–	–	223
<u>Financial liabilities at fair value through profit or loss:</u>				
Forward foreign currency contracts	–	–	–	–
Total	–	–	–	–

There were no significant transfers between Level 1 and Level 2 of the fair value hierarchy.

# NOTES TO THE FINANCIAL STATEMENTS

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## 28. Contingent liabilities

The Company has provided an undertaking to provide continuing financial support to subsidiaries, MG Chemicals (Australia) Pty Ltd, Megachem Middle East FZE and Megachem Speciality Chemicals (I) Private Limited, to enable the subsidiaries to meet their obligations as and when they fall due. As at 31 December 2020, the net liabilities of MG Chemicals (Australia) Pty Ltd, Megachem Middle East FZE and Megachem Speciality Chemicals (I) Private Limited amounted to \$3,032,000 (2019: \$2,949,000), \$567,000 (2019: \$607,000) and \$189,000 (2019: \$101,000) respectively.

The Company has also provided corporate guarantees to banks for subsidiaries' loans. The corporate guarantees are as follows:

	Company	
	2020 \$'000	2019 \$'000
Corporate guarantees provided to banks on subsidiaries' loans payable	<u>6,933</u>	<u>9,255</u>

## 29. Capital commitments

At the reporting date the capital commitments are as follows:

	Group		Company	
	2020 \$	2019 \$	2020 \$	2019 \$
Purchase of plant and equipment	<u>3,110,860</u>	<u>172,234</u>	<u>28,500</u>	<u>–</u>

## 30. Related party relationships and transactions

### 30A. Related companies and related parties

SFRS(I) 1-24 defines a related party as an entity or person that directly or indirectly through one or more intermediaries controls, is controlled by, or is under common or joint control with, the entity in governing the financial and operating policies, or that has an interest in the entity that gives it significant influence over the entity in financial and operating decisions. It also includes members of the key management personnel or close members of the family of any individual referred to herein and others who have the ability to control, jointly control or significantly influence or for which significant voting power in such entity resides with, directly or indirectly, any such individual. The definition includes parents, subsidiaries, fellow subsidiaries, associates, joint ventures and post-employment benefit plans, if any.

Related companies in these financial statements include the members of the Company's group of companies.

There are transactions and arrangements between the reporting entity and members of the Group and the effects of these on the basis determined between the parties are reflected in these financial statements. The current intercompany balances are unsecured without fixed repayment terms and interest unless stated otherwise. For any significant non-current balances and significant financial guarantees, an interest or charge is charged or imputed unless stated otherwise.

Intragroup transactions and balances that have been eliminated in these consolidated financial statements are not disclosed as related party transactions and balances below.

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 30. Related party relationships and transactions (cont'd)

### 30A. Related companies and related parties (cont'd)

In addition to the transactions and balances disclosed elsewhere in the notes to the financial statements, significant transactions took place between the Group and related parties during the reporting year:

	Group	
	2020	2019
	\$	\$
<u>Associated companies</u>		
Sale of inventories	427,039	533,692
Purchases of inventories	<u>(56,836)</u>	<u>(68,506)</u>
<u>Related parties</u>		
Sale of inventories	87,634 (a)	–
Purchases of inventories	<u>(55,467) (b)</u>	<u>(134,725) (c)</u>

(a) Sale to Chori Co., Ltd, a controlling shareholder of the Company, and its related companies.

(b) Purchases of inventories from SPCI Pte. Ltd., a company who has a common director with the Company.

(c) Purchases of inventories are from Chori Co., Ltd, a controlling shareholder of the Company, and its related companies, and from SPCI Pte. Ltd., a company who has a common director with the Company.

### 30B. Compensation of directors and key management:

	Group		Company	
	2020	2019	2020	2019
	\$	\$	\$	\$
Salaries and other short-term employee benefits of key management	<u>4,912,644</u>	4,796,855	<u>2,793,561</u>	2,760,572
Remuneration of directors of the Company	<u>1,418,190</u>	1,353,072	<u>1,418,190</u>	1,353,072
Fees to directors of the Company	<u>162,667</u>	146,000	<u>162,667</u>	146,000

Key management personnel are the directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly. The above amounts for key management compensation are for all the directors and other key management personnel.

# NOTES TO THE FINANCIAL STATEMENTS

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## 31. Financial information by operating segments

Disclosure of information about operating segments, products and services, the geographical areas, and the major customers are made as required by SFRS (I) 8 Operating Segments. This disclosure standard has no impact on the reported results or financial position of the Group.

Management has determined the operating segments based on the reports reviewed by the Executive Committee ("Exco") that are used to make strategic decisions. The Exco comprises the Managing Director, the Executive Director, the Group General Manager, the Chief Financial Officer and the Group Finance Manager.

The Exco considers the business from geographic segment perspective. The Group operates in six main geographical segments (Singapore, Malaysia, Indonesia, United Kingdom, China and Vietnam) by location of revenue and assets. Other geographical areas mainly comprise the Philippines, Middle East, India and Australia, none of which constitute a separately, reportable segment. All geographic locations are engaged in the trading in chemical and chemical-related products. In addition, the segment in Singapore also derives revenue from blending.

As the revenue and assets for blending becomes a significant portion of the Singapore segment, the Exco considers it beneficial to review it as a separate business segment from the distribution activities of the Group.

The Exco assesses the performance of the operating segments based on net profit before tax.

Inter-segment sales are measured on the basis that the entity actually used to price the transfers. Internal transfer pricing policies of the reporting entity are as far as practicable based on market prices. The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies.

There are no customers with revenue transactions of over 10% of the Group revenue.

The following tables illustrate the information about the reportable segment profit or loss, assets and liabilities.

### Profit or loss and reconciliations for geographical segments

	Singapore \$'000	Malaysia \$'000	Indonesia \$'000	United Kingdom \$'000	China S\$'000	Vietnam S\$'000	Others \$'000	Unallocated \$'000	Group \$'000
<b>Financial year ended 31 December 2020</b>									
<b>Sales</b>									
Total sales by segment	46,899	12,372	8,188	15,340	12,627	5,363	15,575	–	116,364
Inter-segment sales	(5,340)	(419)	(67)	(1,984)	(3,192)	(54)	(69)	–	(11,125)
	<u>41,559</u>	<u>11,953</u>	<u>8,121</u>	<u>13,356</u>	<u>9,435</u>	<u>5,309</u>	<u>15,506</u>	<u>–</u>	<u>105,239</u>
<b>Segment result</b>									
Interest income – banks								191	191
Finance costs								(726)	(726)
Share of profit of associated companies								1,594	1,594
Profit before income tax								1,059	5,938
Income tax expense								(680)	(680)
<b>Net profit</b>	<u>2,094</u>	<u>1,080</u>	<u>108</u>	<u>201</u>	<u>321</u>	<u>609</u>	<u>466</u>	<u>379</u>	<u>5,258</u>
<b>Other segment items</b>									
Capital expenditure	301	2,825	15	17	3	2	83	–	3,246
Depreciation	663	158	115	100	87	43	76	–	1,242

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## 31. Financial information by segments (cont'd)

### Assets and liabilities and reconciliations for geographical segments

	Singapore \$'000	Malaysia \$'000	Indonesia \$'000	United Kingdom \$'000	China S\$'000	Vietnam S\$'000	Others \$'000	Unallocated \$'000	Group \$'000
<b>Financial year ended 31 December 2020</b>									
<b>Segment assets</b>	<b>31,912</b>	<b>14,606</b>	<b>5,482</b>	<b>6,418</b>	<b>5,308</b>	<b>3,364</b>	<b>10,506</b>	<b>–</b>	<b>77,596</b>
Associated companies								7,613	7,613
Deferred tax assets								561	561
Interest earning cash balances								5,542	5,542
<b>Consolidated total assets</b>	<b>31,912</b>	<b>14,606</b>	<b>5,482</b>	<b>6,418</b>	<b>5,308</b>	<b>3,364</b>	<b>10,506</b>	<b>13,716</b>	<b>91,312</b>
<b>Segment liabilities</b>	<b>(8,367)</b>	<b>(1,153)</b>	<b>(815)</b>	<b>(3,812)</b>	<b>(809)</b>	<b>(347)</b>	<b>(1,173)</b>	<b>–</b>	<b>(16,476)</b>
Borrowings								(19,345)	(19,345)
Current income tax liabilities								(203)	(203)
<b>Consolidated total liabilities</b>	<b>(8,367)</b>	<b>(1,153)</b>	<b>(815)</b>	<b>(3,812)</b>	<b>(809)</b>	<b>(347)</b>	<b>(1,173)</b>	<b>(19,548)</b>	<b>(36,024)</b>

### Profit or loss and reconciliations for geographical segments

	Singapore \$'000	Malaysia \$'000	Indonesia \$'000	United Kingdom \$'000	China S\$'000	Vietnam S\$'000	Others \$'000	Unallocated \$'000	Group \$'000
<b>Financial year ended 31 December 2019</b>									
<b>Sales</b>									
Total sales by segment	54,002	14,622	8,662	14,478	16,111	6,981	14,085	–	128,941
Inter-segment sales	(8,795)	(428)	(162)	(2,352)	(3,328)	(27)	(64)	–	(15,156)
	<u>45,207</u>	<u>14,194</u>	<u>8,500</u>	<u>12,126</u>	<u>12,783</u>	<u>6,954</u>	<u>14,021</u>	<u>–</u>	<u>113,785</u>
<b>Segment result</b>	<b>1,666</b>	<b>1,427</b>	<b>416</b>	<b>157</b>	<b>379</b>	<b>995</b>	<b>(352)</b>	<b>–</b>	<b>4,688</b>
Interest income – banks								185	185
Finance costs								(1,016)	(1,016)
Share of profit of associated companies								1,110	1,110
Profit before income tax								279	4,967
Income tax expense								(985)	(985)
<b>Net profit</b>	<b>1,666</b>	<b>1,427</b>	<b>416</b>	<b>157</b>	<b>379</b>	<b>995</b>	<b>(352)</b>	<b>(706)</b>	<b>3,982</b>
<b>Other segment items</b>									
Capital expenditure	361	21	47	2	1	2	26	–	460
Depreciation	627	158	115	96	88	53	93	–	1,230



# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 31. Financial information by segments (cont'd)

### Assets and liabilities and reconciliations for geographical segments

	Singapore \$'000	Malaysia \$'000	Indonesia \$'000	United Kingdom \$'000	China S\$'000	Vietnam S\$'000	Others \$'000	Unallocated \$'000	Group \$'000
<b>Financial year ended 31 December 2019</b>									
<b>Segment assets</b>	28,033	12,373	6,747	5,681	6,319	4,054	9,363	–	72,570
Associated companies								6,610	6,610
Deferred tax assets								442	442
Interest earning cash balances								6,543	6,543
<b>Consolidated total assets</b>	<u>28,033</u>	<u>12,373</u>	<u>6,747</u>	<u>5,681</u>	<u>6,319</u>	<u>4,054</u>	<u>9,363</u>	<u>13,595</u>	<u>86,165</u>
<b>Segment liabilities</b>	(7,999)	(735)	(746)	(2,878)	(977)	(503)	(1,210)	–	(15,048)
Borrowings								(18,429)	(18,429)
Current income tax liabilities								(242)	(242)
<b>Consolidated total liabilities</b>	<u>(7,999)</u>	<u>(735)</u>	<u>(746)</u>	<u>(2,878)</u>	<u>(977)</u>	<u>(503)</u>	<u>(1,210)</u>	<u>(18,671)</u>	<u>(33,719)</u>

### Profit or loss and reconciliations for business segments

	Distribution \$'000	Manufacturing \$'000	Unallocated \$'000	Group \$'000
<b>Financial year ended 31 December 2020</b>				
<b>Sales</b>				
Total sales by segment	101,962	3,927	–	105,889
Inter-segment sales	(194)	(456)	–	(650)
	<u>101,768</u>	<u>3,471</u>	<u>–</u>	<u>105,239</u>
<b>Segment result</b>	4,366	513	–	4,879
Interest income – banks			191	191
Finance costs			(726)	(726)
Share of profit of associated companies			1,594	1,594
Profit before income tax			1,059	5,938
Income tax expense			(680)	(680)
<b>Net profit</b>	<u>4,366</u>	<u>513</u>	<u>379</u>	<u>5,258</u>
<b>Other segment items</b>				
Capital expenditure	3,221	25	–	3,246
Depreciation	943	299	–	1,242

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 31. Financial information by segments (cont'd)

### Assets and liabilities and reconciliations for business segments

	Distribution \$'000	Manufacturing \$'000	Unallocated \$'000	Group \$'000
<b>Financial year ended 31 December 2020</b>				
<b>Segment assets</b>	70,387	7,209	–	77,596
Associated companies			7,613	7,613
Deferred tax assets			561	561
Interest earning cash balances			5,542	5,542
<b>Consolidated total assets</b>	<b>70,387</b>	<b>7,209</b>	<b>13,716</b>	<b>91,312</b>
<b>Segment liabilities</b>	(14,684)	(1,792)	–	(16,476)
Borrowings			(19,345)	(19,345)
Current income tax liabilities			(203)	(203)
<b>Consolidated total liabilities</b>	<b>(14,684)</b>	<b>(1,792)</b>	<b>(19,548)</b>	<b>(36,024)</b>

### Profit or loss and reconciliations for business segments

	Distribution \$'000	Manufacturing \$'000	Unallocated \$'000	Group \$'000
<b>Financial year ended 31 December 2019</b>				
<b>Sales</b>				
Total sales by segment	110,090	4,205	–	114,295
Inter-segment sales	(52)	(458)	–	(510)
	110,038	3,747	–	113,785
<b>Segment result</b>	4,140	548	–	4,688
Interest income – banks			185	185
Finance costs			(1,016)	(1,016)
Share of profit of associated companies			1,110	1,110
Profit before income tax			279	4,967
Income tax expense			(985)	(985)
<b>Net profit</b>	<b>4,140</b>	<b>548</b>	<b>(706)</b>	<b>3,982</b>
<b>Other segment items</b>				
Capital expenditure	304	156	–	460
Depreciation	950	280	–	1,230

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

## 31. Financial information by segments (cont'd)

### Assets and liabilities and reconciliations for business segments

	Distribution \$'000	Manufacturing \$'000	Unallocated \$'000	Group \$'000
<b>Financial year ended 31 December 2019</b>				
<b>Segment assets</b>	65,271	7,299	–	72,570
Associated companies			6,610	6,610
Deferred tax assets			442	442
Interest earning cash balances			6,543	6,543
<b>Consolidated total assets</b>	<u>65,271</u>	<u>7,299</u>	<u>13,595</u>	<u>86,165</u>
<b>Segment liabilities</b>	(12,920)	(2,128)	–	(15,048)
Borrowings			(18,429)	(18,429)
Current income tax liabilities			(242)	(242)
<b>Consolidated total liabilities</b>	<u>(12,920)</u>	<u>(2,128)</u>	<u>(18,671)</u>	<u>(33,719)</u>

## 32. Items in the statement of profit or loss and other comprehensive income

In addition to the charges and credits disclosed elsewhere in the notes to the financial statements, this item includes the following charges:

	Group	
	2020 \$'000	2019 \$'000
Fees on audit services to independent auditors:		
- Company's independent auditor	110	110
- Other independent auditors	121	114
Total	<u>231</u>	<u>224</u>
Other fees to independent auditors:		
- Company's independent auditor	18	18
- Other independent auditors	19	19
Total	<u>37</u>	<u>37</u>

# NOTES TO THE FINANCIAL STATEMENTS

31 December 2020

### 33. Changes and adoption of financial reporting standards

For the current reporting year, new or revised financial reporting standards were issued by the Singapore Accounting Standards Council. Those applicable to the reporting entity are listed below. These applicable new or revised standards did not require any significant modification of the measurement methods or the presentation in the financial statements.

SFRS (I) No.	Title
SFRS (I) 3	Definition of a Business – Amendments
SFRS (I) 1-1 and 1-8	Definition of Material – Amendments to
SFRS (I) PS 2	SFRS(I) Practice Statement 2 Making Materiality Judgements
SFRS (I) 1-39; 7 and 9	Interest Rate Benchmark Reform – Amendments to The Conceptual Framework for Financial Reporting
SFRS (I) 16	COVID-19 Related Rent Concessions - Amendment to (effective from 30 June 2020)

### 34. New or amended standards in issue but not yet effective

For the future reporting years, certain new or revised financial reporting standards were issued by the Singapore Accounting Standards Council and these will only be effective for future reporting years. Those applicable to the reporting entity for future reporting years are listed below. The transfer to the applicable new or revised standards from the effective dates is not expected to result in any significant modification of the measurement methods or the presentation in the financial statements for the following year from the known or reasonably estimable information relevant to assessing the possible impact that application of the new or revised standards may have on the entity's financial statements in the period of initial application.

SFRS (I) No.	Title	Effective date for periods beginning on or after
SFRS (I) 1-1	<i>Presentation of Financial Statements</i> - amendment relating to Classification of Liabilities as <i>Current or Non-current</i>	1 Jan 2023
SFRS (I) 3	Definition of a Business - Reference to the Conceptual Framework – Amendments to	1 Jan 2022
SFRS (I) 1-16	Property, Plant and Equipment: Proceeds before Intended Use – Amendments to	1 Jan 2022
SFRS (I) 1-37	Onerous Contracts – Costs of Fulfilling a Contract – Amendments to	1 Jan 2022
SFRS (I) 16	COVID-19-Related Rent Concessions – Amendments to	1 Jun 2020
SFRS (I)10 and SFRS (I) 1-28	Sale or Contribution of Assets between and Investor and its Associate or Joint Venture	Not fixed yet
Various	Annual Improvements to SFRS(I)s 2018-2020	1 Jan 2022

### 35. Events after the end of the reporting period

On 15 January 2021, the associate, Megachem (Thailand) Public Company Limited, has incorporated Mega Fuji Graphite Company Limited with 5,000 ordinary shares for a total consideration of approximately Baht 5 million. Consequently, Megachem (Thailand) Public Company Limited holds 49% of interest in Mega Fuji Graphite Company Limited.

# STATISTICS OF SHAREHOLDING

As at 10 March 2021

Number of Issued Shares	: 133,300,000
Class of Shares	: Ordinary
Voting Rights	: One vote per share
Number of Treasury Shares	: Nil
Number of Subsidiary Holdings	: Nil

## DISTRIBUTION OF SHAREHOLDERS BY SIZE OF SHAREHOLDINGS AS AT 10 MARCH 2021

SIZE OF SHAREHOLDINGS	NO. OF SHAREHOLDERS	%	NO. OF SHARES	%
1 - 99	3	0.82	221	0.00
100 - 1,000	27	7.36	23,668	0.02
1,001 - 10,000	183	49.86	1,125,900	0.84
10,001 - 1,000,000	143	38.96	8,367,453	6.28
1,000,001 AND ABOVE	11	3.00	123,782,758	92.86
TOTAL	367	100.00	133,300,000	100.00

## TWENTY LARGEST SHAREHOLDERS

NO.	SHAREHOLDER'S NAME	NUMBER OF SHARES HELD	%
1	CITIBANK NOMINEES SINGAPORE PTE LTD	40,095,570	30.08
2	CHEW CHOON TEE	37,724,616	28.30
3	TAN BOCK CHIA	15,435,083	11.58
4	DB NOMINEES (SINGAPORE) PTE LTD	10,113,000	7.59
5	HONG LEONG FINANCE NOMINEES PTE LTD	9,000,000	6.75
6	HSBC (SINGAPORE) NOMINEES PTE LTD	2,955,000	2.22
7	LIM CHYE HUAT @ BOBBY LIM CHYE HUAT	2,500,000	1.88
8	CHONG SIEW LEE MICHELE (ZHANG SHULI MICHELE)	2,289,000	1.72
9	FUNG KOON YAU	1,428,000	1.07
10	RAFFLES NOMINEES (PTE) LIMITED	1,181,200	0.89
11	YEO KAI HOE	1,061,289	0.80
12	DBS NOMINEES PTE LTD	700,800	0.53
13	OCBC NOMINEES SINGAPORE PTE LTD	506,000	0.38
14	LIAU BIN BIN	444,296	0.33
15	LEE SIEW TIONG	352,000	0.26
16	LIM AND TAN SECURITIES PTE LTD	319,200	0.24
17	CHAN KHAI LEONG	299,000	0.22
18	OCBC SECURITIES PRIVATE LTD	251,000	0.19
19	ONG AH INN	200,000	0.15
20	LIAU HUEY CHING OR KOH GUAT LAM	150,000	0.11
	TOTAL	127,005,054	95.29

# STATISTICS OF SHAREHOLDING

As at 10 March 2021

## SUBSTANTIAL SHAREHOLDERS AS AT 10 March 2021

	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%
Chew Choon Tee	46,724,616	35.05	444,296	0.33
Tan Bock Chia	25,435,083	19.08	–	–
Chori Co., Ltd	–	–	39,976,670	29.99
Toray Industries, Inc	–	–	39,976,670	29.99

### Notes:

- 1) Chew Choon Tee is deemed to have an interest in the 444,296 shares held in the name of his spouse, Liau Bin Bin, by virtue of Section 7 of the Companies Act Cap. 50.
- 2) 9,000,000 shares of Chew Choon Tee are held through nominees.
- 3) 10,000,000 shares of Tan Bock Chia are held through nominees.
- 4) 39,976,670 shares of Chori Co., Ltd are held under the custodian account of Chori Co., Ltd. maintained with Citibank Nominees Singapore Pte. Ltd.
- 5) Deemed interest arising from 39,976,670 shares held by Chori Co., Ltd. Toray Industries, Inc owns 51.25% of the issued share capital of Chori Co., Ltd.

## PERCENTAGE OF SHAREHOLDINGS IN PUBLIC HANDS

15.47% of the Company issued paid-up capital is held in the hands of public. Accordingly, the Company had complied with Rule 723 of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited.

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of the Company will be convened and held by way of electronic means on Friday, 16 April 2021 at 2.00 p.m. to transact the following business:-

## 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 2020 together with the Auditor’s Report thereon. **(Resolution 1)**
2. To declare a final tax exempt dividend of 1 cent per share for the financial year ended 31 December 2020 (2019: final tax exempt dividend of 1 cent per share). **(Resolution 2)**
3. To approve Directors’ fees of S\$166,000 for the financial year ending 31 December 2021 (2020: S\$162,667). **(Resolution 3)**
4. (a) To re-elect Mr Lee Bon Leong who is retiring pursuant to Regulation 117 of the Company’s Constitution. **(Resolution 4)**  
  
*Mr Lee Bon Leong will, upon re-election as a Director of the Company, continue to serve as the Independent and Non-Executive Chairman, Chairman of the Nominating Committee and as members of Audit Committee and Remuneration Committee. Mr Lee Bon Leong is 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 (the “Catalist Rules”).*  
  
*Key information on Mr Lee Bon Leong is found on page 17 of the Company’s 2020 annual report.*
- (b) Contingent upon passing of Resolution 4 and pursuant to Rule 406 (3) (d) (iii) of the Catalist Rules which will take effect from 1 January 2022, Shareholders to approve the continued appointment of Mr Lee Bon Leong as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (i) the retirement or resignation of the Director; or (ii) the conclusion of the third AGM from the aforesaid approval. *[See explanatory Note (i)]* **(Resolution 5)**
- (c) Contingent upon passing of Resolutions 4 and 5 and pursuant to Rule 406(3) (d) (iii) of the Catalist Rules which will take effect from 1 January 2022, Shareholders, excluding the directors, the chief executive officer and their associates, to approve the continued appointment of Mr Lee Bon Leong as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (i) the retirement or resignation of the Director; or (ii) the conclusion of the third AGM from the aforesaid approval. *[See explanatory Note (i)]* **(Resolution 6)**
5. (a) To approve the continued appointment of Mr Chan Kam Loon as an Independent Director. Pursuant to Rule 406(3) (d) (iii) of the Catalist Rules which will take effect from 1 January 2022, Shareholders to approve the continued appointment of Mr Chan Kam Loon as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (i) the retirement or resignation of the Director; or (ii) the conclusion of the third AGM from the aforesaid approval. *[See explanatory Note (ii)]* **(Resolution 7)**
- (b) Contingent upon passing of Resolution 7 and pursuant to Rule 406(3) (d) (iii) of the Catalist Rules which will take effect from 1 January 2022, Shareholders, excluding the directors, the chief executive officer and their associates, to approve the continued appointment of Mr Chan Kam Loon as an Independent Director, and that upon due approval, the approval shall remain in force until the earlier of: (i) the retirement or resignation of the Director; or (ii) the conclusion of the third AGM from the aforesaid approval. *[See explanatory Note (ii)]* **(Resolution 8)**

*Key information on Mr Chan Kam Loon is found on page 20 of the Company’s 2020 annual report.*

# NOTICE OF ANNUAL GENERAL MEETING

6. To re-elect Dr Tay Kin Bee who is retiring pursuant to Regulation 117 of the Company's Constitution. **(Resolution 9)**

*Dr Tay Kin Bee will, upon re-election as a Director of the Company, continue to serve as an Independent Director, Chairman of the Remuneration Committee and as member of the Audit Committee. Dr Tay Kin Bee is considered independent for the purpose of Rule 704(7) of the Catalist Rules.*

*Key information on Dr Tay Kin Bee is found on page 21 of the Company's 2020 annual report.*

7. To re-elect Mr Yasutaka Kawamura who is retiring pursuant to Regulation 122 of the Company's Constitution. **(Resolution 10)**

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

*Key information on Mr Yasutaka Kawamura is found on page 22 of the Company's 2020 annual report.*

8. To re-appoint Messrs RSM Chio Lim LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 11)**

## AS SPECIAL BUSINESS

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

9. Authority to allot and issue shares and convertible securities **(Resolution 12)**

(a) "That pursuant to Section 161 of the Companies Act, Cap. 50, 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.



# NOTICE OF ANNUAL GENERAL MEETING

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 Catalyst 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 (iii)]*

10. To approve the renewal of Interested Person Transactions Mandate

**(Resolution 13)**

"That

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalyst 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 1 April 2021 (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."

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

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

Mr Lee Bon Leong, Dr Tay Kin Bee, Mr Yasutaka Kawamura and Mr Chan Kam Loon are the Directors seeking re-election at the forthcoming AGM of the Company to be convened on 16 April 2021 (collectively, the "Retiring Directors" and each a "Retiring Director").

Pursuant to Rule 720(5) of the Catalyst Rules, the additional information relating to the Retiring Directors as set out in Appendix 7F to the Catalyst Rules are disclosed on page 17, 20, 21 and 22 of the Company's 2020 annual report.

# NOTICE OF ANNUAL GENERAL MEETING

## NOTICE OF RECORD DATE

**NOTICE IS HEREBY GIVEN** that subject to approval being obtained at the Annual General Meeting to be held by way of electronic means on Friday, 16 April 2021 at 2.00 p.m.

1. A final tax exempt dividend of 1 cent per share for the financial year ended 31 December 2020 will be paid on 25 May 2021.
2. The Share Transfer Books and Register of Members of the Company will be closed on 10 May 2021 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 7 May 2021 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 7 May 2021 will be entitled to the payment of the proposed dividend.

BY ORDER OF THE BOARD

Kwok Hwee Peng  
Company Secretary

1 April 2021

## Explanatory Notes:-

- (i) Pursuant to Rule 406(3)(d)(iii) of the Catalist Rules which will take effect from 1 January 2022, Mr Lee Bon Leong, having served on the Board beyond nine(9) years from the date of his first appointment, will not be considered an Independent Director from 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates. The Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) by all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 5 and 6, if passed, will enable Mr Lee Bon Leong to continue his appointment as an Independent Director (unless the appointment has been changed subsequent to the AGM) pursuant to Rule 406(3)(d)(iii) of Catalist Rules and to Provisions 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Resolution 5 is conditional upon Resolution 6 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from 1 January 2022.
- (ii) Pursuant to Rule 406(3)(d)(iii) of the Catalist Rules which will take effect from 1 January 2022, Mr Chan Kam Loon, having served on the Board beyond nine(9) years from the date of his first appointment, will not be considered an Independent Director from 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates. The Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) by all Shareholders and (B) Shareholders, excluding the directors, the chief executive officer and their associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 7 and 8, if passed, will enable Mr Chan Kam Loon to continue his appointment as an Independent Director (unless the appointment has been changed subsequent to the AGM) pursuant to Rule 406(3)(d)(iii) of the Catalist Rules and to Provisions 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Resolution 7 is conditional upon Resolution 8 being duly approved, else the aforesaid director will be designated as Non-Independent Director with effect from 1 January 2022.
- (iii) The Ordinary Resolution 12 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.

# NOTICE OF ANNUAL GENERAL MEETING

## Notes:

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 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. **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. Additional Information on alternative arrangement is set out below. These are also set out in a separate letter "Additional Information on Alternative Arrangement for AGM" ("Additional Information"). This letter 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> and will also be available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Members are advised to follow the procedures set out in the Additional Information.

## ADDITIONAL INFORMATION ON ALTERNATIVE ARRANGEMENT FOR ANNUAL GENERAL MEETING TO BE HELD ON 16 APRIL 2021

1. Printed copies of 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. The Company's 2020 annual report has been published on 1 April 2021 on the Company's website at <http://megachem.listedcompany.com/newsroom.html> and is also available on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Company's 2020 annual report will not be sent to members.
3. Member will not be able to attend the AGM in person. Members will 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.
4. Members who wish (a) to watch the "live" webcast of the AGM, (b) submit questions in advance of the AGM, and (c) vote electronically by appointing the Chairman of the AGM as proxy at the AGM, are to pre-register at the following website <https://conveneagm.com/sg/megachem> by **2.00 p.m. on 13 April 2021**. Members who require technical support can contact Azeus Convene (virtual AGM provider) at <https://www.azeusconvene.com/convene-eagm/support#contacts>.

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 watch the "live" webcast of the AGM and/or submit questions in advance of the AGM should approach their respective relevant intermediaries by **2.00 p.m. on 6 April 2021**. Relevant intermediaries should contact the Company Secretary by phone at 6933 9912 or by email to [hpkwok@sg.megachem.com](mailto:hpkwok@sg.megachem.com) by **2.00 p.m. on 6 April 2021**.

Confirmation of a member's successful pre-registration will be sent by email to the member's email address provided or if the member is a legal entity, the corporate representative's email address provided or if the member is a relevant intermediary, the Beneficial Owner's email address provided.

Shareholders can access their accounts that are created during the registration process to (a) watch the "live" webcast of the AGM proceedings, (b) submit questions in advance of the AGM, and (c) to vote electronically by appointing the Chairman of the AGM as proxy at the AGM. Members are required to set up own password upon first log in to their account.

The abovementioned access link, user identification and password details should only be used by the authenticated members, and should not be shared with anyone else. If it is established that the access link, user identification and password details are being used by someone other than the authenticated members, the Company reserves the right to revoke the respective user's access to the AGM.

Members who do not receive the Confirmation Email by **2.00 p.m. on 15 April 2021** but have registered by the 13 April 2021 deadline should contact the Company Secretary by phone at 6933 9912 or by email to [hpkwok@sg.megachem.com](mailto:hpkwok@sg.megachem.com).

# NOTICE OF ANNUAL GENERAL MEETING

5. Please note that members will not be able to ask questions at the AGM “live” during the webcast, and therefore members should pre-register their participation in order to submit their questions in advance of the AGM. All questions must be submitted by **2.00 p.m. on 13 April 2021**.

The Management and the Board of Directors of the Company will endeavour to address substantial and relevant questions (as may be determined by the Company in its sole discretion) received from members prior to the AGM by publishing the responses to those questions on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://megachem.listedcompany.com/newsroom.html>. Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them at the AGM.

6. 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 shareholder wishes to exercise his/her/its voting rights at the AGM. This proxy form is sent by post to members and may also be accessed at the Company's website at <http://megachem.listedcompany.com/newsroom.html> and on 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**.

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 (4) above.

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 complete and sign the proxy form, before submitting it by post to the address provided above.

7. The Chairman of the Meeting, as proxy, need not be a member of the Company.
8. Due to the constantly evolving COVID-19 situation in Singapore, we may be required to change our arrangements for the AGM at short notice. Members should 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.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.

# 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 appointor 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 appointor 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 appointor are not ascertainable from the instructions of the appointor 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



MegaChem

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