

**MEGACHEM LIMITED**  
(Company Registration No. 198803293M)  
(Incorporated in The Republic of Singapore)  
(the “Company”)

Minutes of the Annual General Meeting (“AGM” or the “Meeting”) of the Company held at 11 Tuas Link 1, Singapore 638588 on Friday, 19 April 2024 at 10.00 a.m.

**PRESENT** : Mr Lee Bon Leong - Independent and Non-Executive Chairman  
Mr Sidney Chew Choon Tee - Managing Director  
Mr Chan Kam Loon - Independent Director  
Dr Tay Kin Bee - Independent Director  
Mr Francis Yau - Chief Financial Officer

*Present by way of electronic means:*

Mr Yasutaka Kawamura - Non-Executive and Non-Independent Director

**IN ATTENDANCE** : As set out in the attendance records maintained by the Company

**CHAIRMAN**

Mr Lee Bon Leong, the “Chairman” of the Meeting, took the chair and welcomed all shareholders present at the AGM.

**INTRODUCTION**

The Chairman introduced the Board of Directors (the “Board” or the “Directors”), the Chief Financial Officer and the Auditors represented by Mr Tan Beng Teck who were present at the AGM. The Chairman informed that Mr Yasutaka Kawamura was not attending the Meeting physically in Singapore, but he was participating via video conferencing from Japan.

**QUORUM**

The requisite quorum being present pursuant to the Company’s Constitution, the Chairman called the Meeting to order at 10.00 a.m.

**NOTICE**

The Chairman stated that the Notice convening the Meeting had been circulated to shareholders of the Company by post and by electronic means via publication on SGX website at <https://www.sgx.com/securities/company-announcements> on 28 March 2024.

With permission of all shareholders present at the Meeting, the Notice was taken as read.

## **VOTING BY WAY OF POLL**

The Chairman informed the shareholders that he had been appointed as proxy by some shareholders and he would be voting in accordance with their instructions.

Shareholders were informed that all resolutions tabled at this AGM would be voted by way of poll.

If a shareholder was attending in person or was validly appointed proxy for this AGM, he or she would have been handed the poll voting slips at the registration desk before the AGM.

For the avoidance of doubt, if a shareholder was attending in person and had already appointed one or more proxies to attend the AGM, and such shareholder decided to exercise his or her right to vote in respect of any of shares, his or her proxies must not vote in respect of those shares.

As the poll procedures would require time to complete, the Chairman informed that the poll on each resolution be taken after all the resolutions had been formally proposed and seconded.

The Chairman informed shareholders that Entrust Advisory Pte. Ltd. and Tricor Singapore Pte. Ltd. have been appointed as the Scrutineers and Polling Agent respectively.

Before commencing the business of the AGM, a representative from Entrust Advisory Pte. Ltd. gave a briefing on the poll voting procedure to the shareholders.

The Chairman proceeded to the business of the Meeting.

## **ORDINARY BUSINESS:**

### **RESOLUTION 1: AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE STATEMENT BY DIRECTORS AND INDEPENDENT AUDITORS' REPORT**

On a proposal by the Chairman and seconded by Sia Chue Hoon, the Ordinary Resolution No. 1 was put to a vote by poll: -

“That the Statement by Directors and the Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Independent Auditor’s Report, be received and adopted.”

### **RESOLUTION 2: DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2024**

The Board had recommended the payment of Directors' fees of S\$202,000 for the financial year ending 31 December 2024.

On a proposal by Lim Ling Ling and seconded by Gina Tan Ling Ling, the Ordinary Resolution No. 2 was put to a vote by poll: -

“That the payment of Directors' fees of S\$202,000 for the financial year ending 31 December 2024 be approved.”

## **RETIREMENT OF INDEPENDENT DIRECTOR**

The Chairman informed that Mr Sidney Chew Choon Tee (“Mr Sidney Chew”), would chair the next segment of the Meeting as the next agenda concerned the retirement of the Independent Directors.

Mr Sidney Chew took the chair and informed shareholders of the retirement of Mr Lee Bon Leong (“Mr Lee”), Mr Chan Kam Loon (“Mr Chan”) and Dr Tay Kin Bee (“Dr Tay”) pursuant to Regulation 117 of the Company’s Constitution.

Mr Lee, Mr Chan and Dr Tay have served as Independent Directors of the Company for a period exceeding 9 years from the date of their first appointment. In compliance with the Catalist Rule 406(3)(d)(iv) and to support the Board renewal process, they have indicated that they do not wish to seek for re-election at this AGM.

Mr Sidney Chew placed on record the Company’s appreciation to Mr Lee, Mr Chan and Dr Tay for their invaluable contributions to the Board and the Group.

The Chairman thanked Mr Sidney Chew and resumed the chair.

## **RESOLUTION 3: RE- APPOINTMENT OF AUDITORS**

The Chairman informed the Meeting that the retiring Auditors Messrs RSM SG Assurance LLP had expressed their willingness to continue in office as Auditors of the Company.

On a proposal by Gina Tan Ling Ling and seconded by Kwok Hwee Peng, the Ordinary Resolution No. 3 was put to a vote by poll: -

“That Messrs RSM SG Assurance LLP be re-appointed as Auditors of the Company until the next AGM at a remuneration to be fixed by the Directors.”

## **ANY OTHER ORDINARY BUSINESS**

As no notice of any other ordinary business was received, the Chairman proceeded with the special business of the Meeting.

## **SPECIAL BUSINESS:**

### **RESOLUTION 4: AUTHORITY TO ALLOT AND ISSUE SHARES**

On a proposal by Lim Ling Ling and seconded by Gina Tan Ling Ling, the Ordinary Resolution No. 4 was put to a vote by poll: -

- (a) “That, pursuant to Section 161 of the Companies Act 1967, and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:-

- (i) issue and allot shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise;
  - (ii) make or grant offers, agreements or options (collectively, “Instruments”) that might or would require Shares to be issued or other transferable rights to subscribe for or purchase Shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into Shares;
  - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,

provided always that:-

- (i) the aggregate number of Shares to be issued pursuant to this resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 100% of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company, of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 50% of the total number of issued shares excluding treasury shares of the Company.

For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company’s total number of issued shares excluding treasury shares and subsidiary holdings at the time this resolution is passed, after adjusting for:-

- (a) new shares arising from the conversion or exercise of convertible securities, or
  - (b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of the Company’s shares, and
- (ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.”

**RESOLUTION 5:  
RENEWAL OF INTERESTED PERSON TRANSACTIONS (“IPT”) MANDATE**

The Chairman informed the last item of the agenda was the renewal of the Proposed IPT Mandate and the rational and detailed information on the Proposed IPT Mandate is set out in the Appendix to the Notice of AGM dated 28 March 2024.

The Interested Persons, Chori Co., Ltd and its associates had abstained from voting on this resolution.

On a proposal by Kwok Hwee Peng and seconded by Gina Tan Ling Ling, the Ordinary Resolution No. 5 was put to a vote by poll: -

“That: -

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Catalist Rules (“Chapter 9”), for the Company, its subsidiaries and associated companies (if any) that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into any of the transactions falling within the types of interested person transactions described in the Appendix to the Company’s Letter to Shareholders dated 28 March 2024 (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.”

## **QUESTIONS AND ANSWERS SESSIONS**

Before putting the motions to vote, the Chairman and the Management proceeded to address questions raised by the shareholders as set out in Appendix 1 to this announcement.

## **MOVING THE MOTION TO VOTE BY POLL**

The Meeting proceeded with the conduct of the poll voting.

Shareholders were requested to cast their votes on the polling slips provided and pass the completed polling slips to the Polling Agent.

The Chairman proposed for the Meeting to be adjourned for 15 minutes for counting and verification of the polling slips. Shareholders present at the Meeting have no objection to the adjournment.

## **ADJOURNMENT OF AGM**

The Meeting was adjourned at 10.55 a.m. for the counting of votes.

The Meeting resumed at 11.10 a.m. with the requisite quorum for the results of the poll to be declared.

## POLL RESULT

Upon receiving the poll results from the Scrutineer, the Chairman announced the results of the poll on each of the Resolutions numbered 1 to 5 as follows: -

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<b>Ordinary Business</b>					
<b>(Resolution 1)</b>  To receive and adopt the Statement by Directors and Audited Financial Statements of the Company for the financial year ended 31 December 2023 together with the Independent Auditor's Report thereon.	97,677,686	87,677,686	89.76%	10,000,000	10.24%
<b>(Resolution 2)</b>  To approve Directors' fees of S\$202,000 for the financial year ending 31 December 2024 (2023: S\$202,000).	97,677,686	97,677,686	100.00%	0	0.00%
<b>(Resolution 3)</b>  To re-appoint Messrs RSM SG Assurance LLP as auditors of the Company and to authorise the Directors to fix their remuneration.	97,677,686	97,677,686	100.00%	0	0.00%
<b>(Resolution 4)</b>  To authorise Directors to issue shares pursuant to Section 161 of the Companies Act 1967.	97,677,686	87,667,686	89.75%	10,010,000	10.25%

<b>(Resolution 5)</b> To approve the renewal of Interested Person Transactions Mandate.	57,701,016	57,691,016	99.98%	10,000	0.02%
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The Chairman declared that all the resolutions numbered 1 to 5 put to vote at the AGM were carried.

## **CONCLUSION**

There being no other business, the Chairman declared the AGM of the Company closed at 11.15 a.m. and thanked everyone for their attendance.

## **CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD**

### **LEE BON LEONG INDEPENDENT AND NON-EXECUTIVE CHAIRMAN**

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

This announcement 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 announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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

**MEGACHEM LIMITED**  
 (Company Registration No. 198803293M)  
 (Incorporated in The Republic of Singapore)  
 (the “Company”)

**Minutes of the Questions & Answers at the  
 Annual General Meeting held on 19 April 2024**

<b>RESOLUTION 1:            AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED            31 DECEMBER 2023 TOGETHER WITH THE STATEMENT BY DIRECTORS AND INDEPENDENT            AUDITORS’ REPORT</b>	
<b>Question 1</b>	Mr Jeffrey Tan Bock Chia (“ <b>Mr Tan</b> ”) asked if the proceedings of the Annual General Meeting (“ <b>AGM</b> ”) would be fully recorded.
<b>Reply:</b>	The Company Secretary replied in the affirmative.
<b>Question 2</b>	Mr Tan referred to the fire incident that broke out on 5 July 2023 and asked what the total losses and total claims from the insurance are and the loss of revenue resulting from the fire incident.
<b>Reply:</b>	<p>Mr Sidney Chew Choon Tee (“<b>Mr Chew</b>”), Managing Director of the Company, responded as follows:</p> <ul style="list-style-type: none"> <li>▪ The total losses were approximately S\$13 million and the impact on the Consolidated Statement of Income for the financial year ended 2023 (“<b>FY2023</b>”) was S\$10.9 million.</li> <li>▪ The total claim expected from the insurance is approximately S\$13 million and the Company has received S\$3 million in FY2023. However, the insurer has yet to finalise the full recoverable amount including the portion on consequential losses as they have a timeline of 18 months to do so. The balance amount of insurance claims is expected to be finalised this year, barring unforeseen circumstances.</li> <li>▪ Sales revenue for FY2023 has dropped by about 14% from FY2022, which is approximately S\$20 million.</li> </ul> <p>Mr Francis Yau, the Chief Financial Officer, further added that the Company has submitted the relevant documentations to the insurer, and it would be up to the insurer to assess and decide on the final claimable amount.</p>
<b>Question 3</b>	Mr Tan referred to the fine imposed by the National Environment Agency (NEA), which was disclosed on page 92 of the Company’s annual report for FY2023, and asked if this would complicate the fire insurance claim.



<b>Reply:</b>	<p>Mr Francis Yau responded as follows:</p> <ul style="list-style-type: none"> <li>▪ The Company is not in the position to comment for the insurer and is unsure whether there would be any implications to the fire insurance claim.</li> <li>▪ If there are any impacts on the fire insurance claim that was made known to the Company by the insurer, the Company will make the necessary announcement.</li> </ul>
<b>Question 4</b>	<p>Mr Tan referred to slide 14 of the Results Presentation slides (published on SGXNet on 21 February 2024) on Operating Expenses and asked which items would be and would not be covered under the insurance claim.</p>
<b>Reply:</b>	<p>Mr Chew responded that except for demolition and decontamination costs and waste disposal costs, all assets destroyed by the fire would be covered under the insurance claim.</p>
<b>Question 5</b>	<p>Mr Tan further enquired as to why waste disposal costs would not be covered and what waste is this referring to.</p>
<b>Reply:</b>	<p>Mr Chew responded as follows:</p> <ul style="list-style-type: none"> <li>▪ Waste disposal costs were not covered under the Company's existing insurance policy.</li> <li>▪ The waste referred to was stock waste and chemical waste.</li> <li>▪ Moving forward, the Company will insert this portion on waste disposal costs in the insurance policy.</li> </ul> <p>Ms Kwok Hwee Peng further added that the Company did submit the claim on the waste disposal costs to the insurer, but the insurer informed that this item was not part of the insurance coverage.</p>
<b>Question 6</b>	<p>Mr Tan enquired if he could have a copy of the insurance policy for verification.</p>
<b>Reply:</b>	<p>The Company Secretary replied that Shareholders may request for the Minutes of the AGM, but not corporate documents which are private and confidential.</p>
<b>Question 7</b>	<p>Mr Tan noted that there are 2 subsidiaries that are left with negative reserve revenue and enquired on the following:</p> <ul style="list-style-type: none"> <li>▪ Are these 2 subsidiaries loss making entities in both the financial year ended 31 December 2022 ("FY2022") and FY2023?</li> <li>▪ How many entities are in negative net total assets / negative reserve revenue?</li> <li>▪ Any specific reasons as to why these 2 subsidiaries are unable to turnaround?</li> </ul>

	<ul style="list-style-type: none"> <li>Is there a timeline as to when these 2 subsidiaries can turnaround to profit-generating?</li> </ul>
<b>Reply:</b>	<p>Mr Francis Yau responded as follows:</p> <ul style="list-style-type: none"> <li>The entities in India and Australia are in negative reserve revenue.</li> <li>India was making losses in FY2022 and FY2023. Australia was profitable in FY2022 and breakeven in FY2023.</li> </ul> <p>Mr Chew added as follows:</p> <ul style="list-style-type: none"> <li>The losses from the Australia subsidiary are getting smaller and things are starting to turn around and go towards the right direction. The Australia subsidiary is now generating a positive cashflow.</li> <li>The timeline for turnaround is expected within 1-2 years' time but it may vary depending on the business and market conditions.</li> </ul>
<b>RETIREMENT OF INDEPENDENT DIRECTOR</b>	
<b>Question 1</b>	Mr Tan asked what the Company's succession plan is and whether there are any potential candidates in mind.
<b>Reply:</b>	<p>Mr Chew replied as follows:</p> <ul style="list-style-type: none"> <li>The Company is actively implementing a succession plan program. Due to the Company's extensive operations across 11 countries, the Company possesses a strong pool of talented individuals.</li> <li>The Company is dedicated to grooming the next generation of successors and has multiple capable individuals who are prepared to take over when needed.</li> <li>The Company will not share the names of specific candidates as this is sensitive information.</li> </ul>
<b>Question 2</b>	Mr Tan asked whether there would be any new Independent Directors on the Board for this year.
<b>Reply:</b>	Mr Chew replied that the Company has appointed 3 new Independent Directors effective 20 April 2024 and the announcement of their appointment will be released in due course.
<b>RESOLUTION 4: AUTHORITY TO ALLOT AND ISSUE SHARES</b>	
<b>Question 1</b>	Mr Tan asked what the purpose is for Resolution 4 as the Company never issued and allot shares under this mandate.

**Reply:**

The Company Secretary explained that it is a general mandate to give the Directors authority to allot shares as and when necessary, so that the Company does not need to call for Extraordinary General Meeting to approve the allotment and issuance of new shares which will incur additional cost and effort.