

CHEMICAL INDUSTRIES (FAR EAST) LIMITED

(the "Company")

(Incorporated in the Republic of Singapore)

Registration No. 196200046K

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held by electronic means on Friday, 14 August 2020 at 10.30 a.m. for the following purposes: -

A G E N D A

As Ordinary Business

1. To receive and adopt the Audited Financial Statements and Directors' Statement of the Company for the financial year ended 31 March 2020 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve Directors' fee of \$377,600 (2019: \$365,000) for the financial year ended 31 March 2020. **(Resolution 2)**
3. To declare a final dividend (one-tier tax exempt) of 1.5 cents per ordinary share for the financial year ended 31 March 2020 (2019: final dividend (one-tier tax exempt) of 1.5 cents per ordinary share). **(Resolution 3)**
4. To re-elect the following Directors, who will retire pursuant to Article 95(2) of the Constitution of the Company:
 - (i) Mr Lim Yew Khang Cecil **(Resolution 4)**
(See Explanatory Note 1)
5. To re-elect the following Directors, who will retire pursuant to Article 96 of the Constitution of the Company:
 - (i) Mr Yeo Hock Chye **(Resolution 5)**
 - (ii) Mr Lim Yew Nghee **(Resolution 6)**
 - (iii) Mr Sng Peng Chye **(Resolution 7)**
 - (iv) Mr Chua Chin Kiat **(Resolution 8)****(See Explanatory Note 2)**
6. To re-appoint Deloitte & Touche LLP as auditors of the Company to hold office until the next Annual General Meeting and to authorise the Directors to fix their remuneration. **(Resolution 9)**

AS SPECIAL BUSINESS

To consider, and if thought fit, to pass the following resolutions as Ordinary Resolutions with or without amendments: -

7. **Authority to allot and issue shares**
 - (a) That pursuant to Section 161 of the Companies Act, Cap. 50, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
 - (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and/or

- (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
- (b) (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force, provided always that:
 - (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings), and for the purpose of this Resolution, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be 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,
 - (B) new shares arising from exercising share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST,
 - (C) any subsequent bonus issue, consolidation or subdivision of the Company's shares,and adjustments in accordance with (A) or (B) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this resolution, 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 10)
(See Explanatory Note 3)

8. To transact any other business.

BY ORDER OF THE BOARD

FOO SOON SOO
Company Secretary

27 July 2020

EXPLANATORY NOTES:-

1. Mr Lim Yew Khang Cecil, will upon re-election as a Director of the Company, remain as Executive Director. Details of Mr Lim are as follows:

Date of appointment	15 September 2016
Date of last re-appointment	30 June 2017
Age	67
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Please refer to the Corporate Governance section in the Company's 2020 Annual Report.
Whether appointment is executive, if so, the area of responsibility	Yes, responsible in assisting the Chairman and Managing Director in strategic planning and business development of the Group, and the Group's operations in Myanmar.
Job Title	Executive Director
Professional qualifications	Bachelor of Arts (Honours) in Social Science Master of Science in Business Studies
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2020 Annual Report.
Shareholding interest in the listed issuer and its subsidiaries	Direct interest of 14,000 shares, 0.02%
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principle subsidiaries	Son of Executive Chairman and Managing Director, Mr Lim Soo Peng Brother of Non-Executive Non-Independent Director, Mr Lim Yew Nghee Cousin of Executive Director, Mr Lim Yew Tee Collin Father of General Manager, Mr Lin Yinjun Benjamin
Conflict of interests (including any competing business)	None
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7))	Yes
Other Principal Commitments including Directorship	Past (for the last 5 years) None Present • Auston Institute of Management Pte Ltd
Mr Lim had responded negative to items (a) to (k) listed in Appendix 7.4.1. (Announcement of Appointment) of the Listing Manual of the SGX-ST.	

2. Mr Yeo Hock Chye will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and member of the Nominating and Remuneration Committees. He is considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). Details of Mr Yeo are as follows:

Date of appointment	1 July 2019
Date of last re-appointment	N.A.
Age	72
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Please refer to the Corporate Governance section in the Company's 2020 Annual Report.
Whether appointment is executive, if so, the area of responsibility	No

Job Title	Independent Director
Professional qualifications	Bachelor of Arts (Honours) Associate, Chartered Institute of Bankers, United Kingdom
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2020 Annual Report.
Shareholding interest in the listed issuer and its subsidiaries	Deemed interest of 10,000 shares, 0.01%
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principle subsidiaries	No
Conflict of interests (including any competing business)	None
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7))	Yes
Other Principal Commitments including Directorship	Past (for the last 5 years) <ul style="list-style-type: none"> • Consultancy work for various banks and micro-finance companies in the ASEAN region Present <ul style="list-style-type: none"> • BRFoods Pte. Ltd.
Mr Yeo had responded negative to items (a) to (k) listed in Appendix 7.4.1. (Announcement of Appointment) of the Listing Manual of the SGX-ST.	

Mr Lim Yew Nghee, will upon re-election as a Director of the Company, remain as Non-Executive and Non-Independent Director. Details of Mr Lim are as follows:

Date of appointment	27 December 2019
Date of last re-appointment	N.A.
Age	46
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Please refer to the Corporate Governance section in the Company's 2020 Annual Report.
Whether appointment is executive, if so, the area of responsibility	No
Job Title	Non-Executive and Non-Independent Director
Professional qualifications	Bachelor of Law (Honours) Master of Law, International and Comparative Law
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2020 Annual Report.
Shareholding interest in the listed issuer and its subsidiaries	None
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principle subsidiaries	Son of Executive Chairman and Managing Director, Mr Lim Soo Peng Brother of Executive Director, Mr Lim Yew Khang Cecil Cousin of Executive Director, Mr Lim Yew Tee Collin Uncle of General Manager, Mr Lin Yinjun Benjamin
Conflict of interests (including any competing business)	None
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7))	Yes

Other Principal Commitments including Directorship	Past (for the last 5 years) None Present <ul style="list-style-type: none"> • Singapore Tax Academy • Private Exchange Group Pte Ltd • Otters Online Pte Ltd • Taxise Asia LLC • Taxise Asia Consulting Pte Ltd • ELMR Holdings Pte. Ltd.
Mr Lim had responded negative to items (a) to (k) listed in Appendix 7.4.1. (Announcement of Appointment) of the Listing Manual of the SGX-ST.	

Mr Sng Peng Chye, will upon re-election as a Director of the Company, remain as Independent Director. He is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Details of Mr Sng as follows:

Date of appointment	13 July 2020
Date of last re-appointment	N.A.
Age	64
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Please refer to the Corporate Governance section in the Company's 2020 Annual Report.
Whether appointment is executive, if so, the area of responsibility	No
Job Title	Independent Director
Professional qualifications	Bachelor of Arts Bachelor of Social Science (2 nd Upper Honours) in Economics
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2020 Annual Report.
Shareholding interest in the listed issuer and its subsidiaries	None
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principle subsidiaries	None
Conflict of interests (including any competing business)	None
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7))	Yes
Other Principal Commitments including Directorship	Nil
Mr Sng had responded negative to items (a) to (k) listed in Appendix 7.4.1. (Announcement of Appointment) of the Listing Manual of the SGX-ST.	

Mr Chua Chin Kiat will upon re-election as a Director of the Company, remain as Independent Director. He is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. Details of Mr Chua are as follows:

Date of appointment	13 July 2020
Date of last re-appointment	N.A.
Age	67
Country of principal residence	Singapore
The Board's comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Please refer to the Corporate Governance section in the Company's 2020 Annual Report.
Whether appointment is executive, if so, the area of responsibility	No
Job Title	Independent Director
Professional qualifications	Nil
Working experience and occupation(s) during the past 10 years	Please refer to the Board of Directors section in the Company's 2020 Annual Report.
Shareholding interest in the listed issuer and its subsidiaries	None
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principle subsidiaries	None
Conflict of interests (including any competing business)	None
Undertaking submitted to the listed issuer in the form of Appendix 7.7 (Listing Rule 704(7))	Yes
Other Principal Commitments including Directorship	Nil
Mr Chua had responded negative to items (a) to (k) listed in Appendix 7.4.1. (Announcement of Appointment) of the Listing Manual of the SGX-ST.	

- Resolution 10, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company of which the total number of convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. The total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company for this purpose shall be the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed (after adjusting for new shares arising from the conversion or exercise of convertible securities or share options which are outstanding or subsisting at the time this Resolution is passed and any subsequent bonus issues, consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

NOTES:

1. The Annual General Meeting (“AGM”) 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. **Shareholders will be able to watch the AGM proceedings through the Live AGM Webcast, the Company will not accept any physical attendance by shareholders. Any shareholder seeking to attend the AGM physically in person will be turned away.**

Live Webcast:

2. Shareholders (including investors holding shares through Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) may watch the AGM proceedings through the Live AGM Webcast by registering at <http://globalmeeting.bigbangdesign.co/chemical-industries/> (the “**Registration Link**”) by 10.30 a.m. on 11 August 2020 (the “**Registration Deadline**”) to enable the Company to verify their status.
3. Following verification, authenticated shareholders will receive an email by 10.30 a.m. on 13 August 2020 containing a link to access the live audio-visual webcast of the AGM proceedings as well as a telephone number to access the live audio-only stream of the AGM proceedings.
4. Shareholders must not forward the abovementioned link or telephone number to other persons who are not shareholders of the Company and who are not entitled to attend the AGM. This is also to avoid any technical disruptions or overload to the Live AGM Webcast.

Shareholders who register by the Registration Deadline but do not receive an email response by 10.30 a.m. on 13 August 2020 may contact the Company by email to investorrelations@cil.sg.

Submission of Proxy Forms to Vote:

5. Shareholders who wish to vote at the AGM may submit a proxy form to appoint the Chairman of the AGM to cast votes on their behalf.
6. The proxy form (a copy of which is also attached hereto), duly completed and signed, must be submitted by:
 - (a) mail to the Company’s Share Registrars, B.A.C.S. Private Limited, registered office at 8 Robinson Road #03-00, ASO Building, Singapore 65934848; or
 - (b) email to main@zicoholdings.sg.

by no later than 10.30 a.m. on 12 August 2020, being 48 hours before the time fixed for the AGM.

7. CPF or SRS investors who wish to vote should approach their respective CPF Agent Bank or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 10.30 a.m. on 3 August 2020) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.
8. **Please note that shareholders will not be able to vote through the live webcast and can only vote with their proxy forms which are required to be submitted in accordance with the foregoing paragraphs.**

Submission of Questions:

9. Shareholders may submit questions relating to the items on the agenda of the AGM to investorrelations@cil.sg stating their names and identification number for verification. All questions must be submitted by 10.30 a.m. on 6 August 2020.
10. The Company will endeavour to address the substantial and relevant questions at or before the AGM. The responses to such questions from shareholders, together with the minutes of the AGM, will be posted on the SGXNet and the Company’s website within one month after the date of the AGM.

PERSONAL DATA PRIVACY:

By submitting an instrument appointing the Chairman of the AGM to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

CHEMICAL INDUSTRIES (FAR EAST) LIMITED.

(Incorporated in the Republic of Singapore)

Co. Registration No. 196200046K

PROXY FORM ANNUAL GENERAL MEETING

IMPORTANT

1. This Proxy Form is not valid for use by investors who hold shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act (Chapter 50 of Singapore), including CPF and SRS investors, and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF and SRS investors who wish to appoint the Chairman of the AGM as proxy to vote on their behalf should approach their respective CPF Agent Banks and SRS Operators to submit their voting instructions at least seven (7) working days before the AGM (i.e. by 10.30 a.m. on 3 August 2020.) Other investors holding shares in the Company through relevant intermediaries who wish to vote should approach their relevant intermediaries as soon as possible to specify voting instructions.

PERSONAL DATA PRIVACY

2. By submitting this Proxy Form, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 27 July 2020.

I/We, _____

of _____

being *a member / members of Chemical Industries (Far East) Limited (the "Company"), hereby appoint the Chairman of the Annual General Meeting ("AGM") of the Company as my / our proxy / proxies, to vote for me / us on my / our behalf at the AGM of the Company to be held by electronic means on Friday, 14 August 2020 at 10.30 a.m. and at any adjournment thereof. I / We direct my / our proxy / proxies to vote for or against or abstain from voting on the resolutions to be proposed at the Annual General Meeting in the spaces provided hereunder.

In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the AGM as your proxy for that resolution will be treated as invalid.

Please indicate your vote "For" or "Against" or "Abstain" with a tick [✓] or cross [X] within the box provided.

No.	Ordinary Resolutions	No. of Votes or to indicate with a tick[✓] or cross [X] ¹		
		For	Against	Abstain
	Ordinary Business			
1.	To receive and adopt the Audited Financial Statements of the Company			
2.	To approve Directors' fee			
3	To declare a final dividend for the financial year ended 31 March 2020			
4.	To re-elect Mr Lim Yew Khang Cecil as Director			
5.	To re-elect Mr Yeo Hock Chye as Director			
6.	To re-elect Mr Lim Yew Nghee as Director			
7	To re-elect Mr Sng Peng Chye as Director			
8	To re-elect Mr Chua Chin Kiat as Director			
9.	To re-appoint Deloitte & Touche LLP as Auditors of the Company.			
	Special Business			
10.	To authorise Directors to issue and allot shares pursuant to Section 161 of the Companies Act, Chapter 50.			

¹All resolutions would be put to vote by poll in accordance with the listing rules of Singapore Exchange Securities Limited. Please tick [✓] or cross [X] or indicate the number of votes within the box provided. A tick or cross would represent you are exercising all your votes "For" or "Against" or "Abstain" from voting on the relevant resolution.

Dated this _____ day of _____ 2020.

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

Total Number of Shares Held

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IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM

NOTES:

1. This instrument appointing the Chairman of the AGM as proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or duly authorised officer.
2. The instrument appointing the Chairman of the AGM as proxy, together with the power of attorney or other authority (if any) under which it is signed, or notarially certified copy thereof, must be (a) submitted by mail to the registered office of the Company's Share Registrar B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building, Singapore 048544; or (b) submitted by email to main@zicoholdings.com not later than 48 hours before the time set for the meeting.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

3. A member should insert the total number of shares held. 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 the 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 of the Company, he should insert the aggregate number of shares. If no number of shares is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
4. The Company shall be entitled to reject this instrument of proxy 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 a proxy or proxies. 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 of proxy lodged if such members are not shown to have shares entered against their names in the Depository Register 72 hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.
5. A Depositor shall not be regarded as a member of the Company entitled to attend the Annual General Meeting unless his name appears on the Depository Register 72 hours before the time set for the Annual General Meeting.
6. Personal data privacy: By submitting this instrument of proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM.

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Affix
Postage
Stamp

CHEMICAL INDUSTRIES (FAR EAST) LIMITED.

c/o B.A.C.S. Private Limited
8 Robinson Road #03-00
ASO Building
Singapore 048544