

MANDATORY CONDITIONAL CASH OFFER

by

TRIPLE VISION PTE. LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No.: 201812334H)

to acquire all the issued and paid-up ordinary shares in the capital of



FABCHEM CHINA LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 200413128G)

other than those already owned, controlled or agreed to be acquired by Triple Vision Pte. Ltd.

DESPATCH OF OFFER DOCUMENT

1. INTRODUCTION

1.1 The Offer

Triple Vision Pte. Ltd. (the “**Offeror**”) refers to the announcement dated 15 March 2019 (the “**Offer Announcement Date**”) in relation to the mandatory conditional cash offer (the “**Offer**”) by the Offeror for all the issued and paid-up ordinary shares in the capital of Fabchem China Limited (the “**Company**”), other than those Shares already owned, controlled or agreed to be acquired by the Offeror as at the Offer Announcement Date (the “**Offer Shares**”).

Unless otherwise defined, all capitalised terms used in this Announcement shall bear the same meanings as set out in the Offer Document (as defined herein).

2. OFFER DOCUMENT

The Offeror wishes to announce that the offer document dated 5 April 2019 (the “**Offer Document**”) which contains, *inter alia*, details of the Offer, together with the accompanying Form of Acceptance and Authorisation for Offer Shares (“**FAA**”) and/or the Form of Acceptance and Transfer for Offer Shares (“**FAT**”), have been despatched today to the shareholders of the Company (“**Shareholders**”).

Electronic copies of the Offer Document, FAA and FAT are available on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) at <https://www2.sgx.com/>.

3. CLOSING DATE

The Offer will close at 5.30 p.m. (Singapore time) on 3 May 2019 or such later date(s) as may be announced from time to time by or on behalf of the Offeror (the "Closing Date").

Full details of the procedures for acceptance of the Offer are set out in **Appendix II** to the Offer Document and the accompanying FAA and/or FAT (as applicable).

4. REQUEST FOR OFFER DOCUMENT AND ACCEPTANCE FORMS

Request by Depositors

Shareholders whose securities accounts with The Central Depository (Pte) Limited ("CDP") are credited with Shares (the "**Depositors**") who do not receive the Offer Document and/or the FAA within a week from the date hereof should contact CDP immediately at the address and telephone number set out below:

The Central Depository (Pte) Limited

9 North Buona Vista Drive
#01-19/20 The Metropolis
Singapore 138588
Tel No.: (65) 6535 7511

Copies of the Offer Document and FAA may be obtained by Depositors from CDP during normal business hours up to the Closing Date, upon production of satisfactory evidence that they are Depositors or have purchased the Offer Shares on the SGX-ST (as the case may be).

Request by Scripholders

Shareholders whose names appear in the register of members of the Company (the "**Scripholders**") who do not receive the Offer Document and/or the FAT should contact Boardroom Corporate & Advisory Services Pte. Ltd. (the "**Share Registrar**") immediately at the address and telephone number set out below:

Boardroom Corporate & Advisory Services Pte. Ltd.

50 Raffles Place
#32-01 Singapore Land Tower
Singapore 048623
Tel No.: (65) 6536 5355

5. OVERSEAS SHAREHOLDERS

The availability of the Offer to Shareholders whose addresses are outside of Singapore as shown on the register of members of the Company or in the records of CDP (as the case may be) (each, an "**Overseas Shareholder**") may be affected by laws and regulations of the relevant overseas jurisdictions. Accordingly, all Overseas Shareholders should inform themselves about and observe any applicable legal requirements. Where there are potential restrictions on sending the Offer Document, the FAA and/or the FAT to any overseas jurisdiction, the Offeror reserves the right not to send these documents to Overseas Shareholders in such overseas jurisdictions. However, the Offeror may, in its

sole discretion, take such actions as it may deem necessary to extend the Offer to Shareholders in any such jurisdiction. For the avoidance of doubt, the Offer is made to all Shareholders holding Offer Shares, including those to whom the Offer Document, the FAA and/or the FAT have not been, or will not be, sent.

Copies of the Offer Document and any other formal documentation relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction (the “**Restricted Jurisdiction**”) and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction, and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

Alternatively, any Overseas Shareholder may (subject to compliance with applicable laws and regulations) write to the Offeror at **Triple Vision Pte. Ltd. c/o The Central Depository (Pte) Limited at 9 North Buona Vista Drive, #01-19/20 The Metropolis, Singapore 138588** (if he is a Depositor) or **Triple Vision Pte. Ltd. c/o Boardroom Corporate & Advisory Services Pte. Ltd. 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623** (if he is a scripholder) to request for the Offer Document, the FAA and/or the FAT and/or any related documents to be sent to an address in Singapore by ordinary post at his own risk (the last date for despatch in respect of such request shall be a date falling three (3) business days prior to the Closing Date).

It is the responsibility of any Overseas Shareholder who wishes to accept the Offer to satisfy himself as to the full observance of the laws of the relevant jurisdiction, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable, and the Offeror and any person acting on its behalf (including the CDP and the Share Registrar) shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes, imposts, duties or other requisite payments as the Offeror and/or any person acting on its behalf may be required to pay. In accepting the Offer, each Overseas Shareholder represents and warrants to the Offeror that he is in full compliance with all necessary formalities or legal requirements. Overseas Shareholders who are in doubt about their position should consult their professional advisers in the relevant jurisdictions

6. INFORMATION RELATING TO CPFIS INVESTORS AND SRS INVESTORS

Investors who have purchased Shares using their Central Provident Fund (“**CPF**”) contributions pursuant to the Central Provident Fund Investment Scheme (“**CPFIS**”, and such investors, “**CPFIS Investors**”) and investors who have purchased Shares pursuant to the Supplementary Retirement Scheme (“**SRS**”, and such investors, “**SRS Investors**”) should receive further information on how to accept the Offer from their respective agent

banks included under the CPFIS (“**CPF Agent Banks**”) and agent banks included under the SRS (“**SRS Agent Banks**”). CPFIS Investors and SRS Investors are advised to consult their respective CPF Agent Banks and SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, CPFIS Investors and SRS Investors should seek independent professional advice.

CPFIS Investors and SRS Investors who wish to accept the Offer are to reply to their respective CPF Agent Banks and SRS Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks. CPFIS Investors and SRS Investors who validly accept the Offer will receive the payment for their Offer Shares in their respective CPF investment accounts and SRS investment accounts.

7. INDEPENDENT ADVICE

The Offeror does not purport to advise the Shareholders or any other person. In preparing its letter to Shareholders in the Offer Document, the Offeror has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any Shareholder. The views of the directors of the Company who are considered independent for the purposes of the Offer and the independent financial adviser on the Offer will be made available by the Company to Shareholders within 14 days of the date of despatch of the Offer Document. Shareholders may wish to consider their advice before taking any action in relation to the Offer.

8. RESPONSIBILITY STATEMENT

The director of the Offeror (notwithstanding that he may have delegated detailed supervision of this Announcement (as relevant)) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, information in relation to the Company or the Group), the sole responsibility of the Offeror’s director has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by
TRIPLE VISION PTE. LTD.

5 April 2019

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "aim", "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and the Offeror does not undertake any obligation to update publicly or revise any forward-looking statements.