



FORELAND FABRICTECH HOLDINGS LIMITED
(Incorporated in Bermuda with Company Registration No. 39151)

APPLICATION FOR FURTHER EXTENSION OF TIME

1. INTRODUCTION

Reference is made to the announcements made by the Foreland Fabrictech Holdings Limited (the “**Company**” and, together with its subsidiaries, the “**Group**”) on 31 March 2015, 15 October 2015, 20 April 2016, 25 April 2016 and 18 October 2016 (collectively referred to as the “**Announcements**”). Capitalised terms as defined in the Announcements shall have the same meaning in this announcement.

2. EXTENSION OF TIME TO HOLD AGM 2014 AND AGM 2015

- 2.1. The Board of Directors of the Company wishes to inform shareholders of the Company (“**Shareholders**”) that the Company had, on 27 December 2016, made an application (the “**Application**”) to the Singapore Exchange Trading Securities Limited (“**SGX-ST**”) for further extension of time from 30 December 2016 till 20 February 2017 to comply with the Rule 707 of the Listing Manual of the SGX-ST (the “**Listing Manual**”) in relation to the holding of Annual General Meeting for the financial year ended 31 December 2014 (“**FY2014**”) (“**AGM 2014**”) and financial year ended 31 December 2015 (“**FY2015**”) (“**AGM 2015**”).
- 2.2. As stated in the announcement made by the Company on 30 September 2016, at the special general meeting held by the Company on 30 September 2016, Shareholders had, *inter alia*, approved the appointment of Messrs Foo Kon Tan LLP as auditors of the Company (the “**Auditors**”).
- 2.3. The management of the Company was informed by the Auditors that there would be a breach of independence under the Code of Professional Conduct and Ethics for members of the Institute of Singapore Chartered Accountants if the audit fee for FY2014 is not settled. The Company has been advised by the Auditors to settle the outstanding audit fee before the Auditors release the draft audited reports for FY2014 and FY2015.
- 2.4. The Company is currently in preliminary discussions with potential investors in relation to a possible private placement of shares in the Company, which is expected to raise funds amounting to approximately S\$600,000. The Company intends to utilise the proceeds from the proposed placement to complete the audit for FY2014 and FY2015.

- 2.5 The Management has met with the Auditors on the finalisation of the audited reports for FY2014 and FY2015. The outstanding audit fees shall be paid to the Auditors once the placement been successfully completed prior to release of the draft audited report for FY2014 and FY2015.
- 2.6 The placement is expected to be completed in the first quarter of 2017, subject to the approval of SGX-ST.
- 2.7 As such, it is highly unlikely that the Company will be able to complete the audit for FY2014 and FY2015 and convene the AGM 2014 and AGM 2015 by 30 December 2016.
- 2.8 In view of the foregoing, the Company has written to the SGX-ST under Rule 107 of the Listing Manual to request for an extension of time till 20 February 2017 from 30 December 2016 to hold AGM 2014 and AGM 2015.

3. APPLICATION FOR SANCTION FROM REGISTRAR OF COMPANIES IN BERMUDA

Further to the announcement made by the Company on 18 October 2016 (the “**18 October 2016 Announcement**”), the Registrar of Companies in Bermuda (“**Registrar**”) has, on 21 November 2016, allowed the Company to hold a General Meeting to put its affairs in order for 2015 (the “**Sanction**”). The Sanction was given on the condition that its Annual General Meeting is held, and that a copy of the minutes of the AGM is filed with the Registrar, within three (3) months from the date of the Sanction (i.e. 21 February 2017) or such other period as the Registrar may allow.

4. AMENDMENT OF BYE-LAWS

- 4.1. The Board would highlight that Bye-Law 63(A) of the Company’s Bye-Laws provides that:

“The Company shall in each year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.”

- 4.2. As more than 15 months has elapsed since the Company's last annual general meeting for the financial year ended 31 December 2013, the Company is technically in breach of its Bye-Laws. As stated in the 18 October 2016 Announcement, the Company proposes to amend its Bye-Laws to remove the 15 months requirement referred to above as it is not a requirement of Bermuda law or the Listing Manual (the **"Proposed Amendment"**).
- 4.3. The Proposed Amendment is subject to the approval of Shareholders by way of special resolution at a special general meeting (**"SGM"**) to be convened.
- 4.4. A circular containing, *inter alia*, further details on the Proposed Amendment and a notice of SGM will be despatched to Shareholders in due course.

5. FURTHER ANNOUNCEMENTS

The Company will update its Shareholders on the outcome of the Application in due course.

6. CAUTIONARY STATEMENT

Shareholders are advised to exercise caution when dealing in Shares. Shareholders should note that the possible placement as mentioned in this Announcement is subject to the negotiation, execution and delivery of the definitive agreement entered into between the Company and the relevant parties and there is no assurance that the parties will enter into such transaction or definitive agreements in relation to the possible placement. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

By Order of the Board

Yang Meng Yang
Executive Chairman and Executive Director
27 December 2016