



FABCHEM CHINA LIMITED

(Incorporated in the Republic of Singapore on 12 October 2004)
(Company Registration Number: 200413128G)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of FABCHEM CHINA LIMITED will be held at 2 Bukit Merah Central, Level 1 Drucker/Juran Boardroom, Singapore 159835 on Friday, 25 July 2014 at 9.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2014 together with the Directors' Report and Auditors' Report thereon. **Resolution 1**
2. To declare a special tax exempt one-tier dividend of S\$0.002 per ordinary share for the financial year ended 31 March 2014. **Resolution 2**
3. To approve the payment of Directors' Fees of S\$336,000 for the financial year ended 31 March 2014 (2013: S\$336,000). **Resolution 3**
4. To re-appoint Dr. Lim Seck Yeow as a Director of the Company to hold office until the next Annual General Meeting pursuant to Section 153(6) of the Companies Act, Cap. 50.
(See Explanatory Note 1) **Resolution 4**
5. To re-elect Mr. Simon Hunter Atkinson who is retiring under Article 117 of the Company's Articles of Association.
(See Explanatory Note 2) **Resolution 5**
6. To re-elect Mr. Wee Phui Gam who is retiring under Article 107 of the Company's Articles of Association.
(See Explanatory Note 3) **Resolution 6**
7. To re-elect Mr. Sun Bowen who is retiring under Article 107 of the Articles of Association.
(See Explanatory Note 4) **Resolution 7**
8. To re-appoint Messrs RSM Chio Lim LLP, Certified Public Accountants, as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**
9. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as an Ordinary Resolution:-

10. **AUTHORITY TO ALLOT AND ISSUE SHARES** **Resolution 9**

"THAT pursuant to Section 161 of the Companies Act, Cap. 50 (the "Act") and Rule 806 of the Listing Manual ("Listing Manual") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors be empowered to allot and issue shares and convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes as the Directors may, in their absolute discretion, deem fit,

PROVIDED ALWAYS THAT the aggregate number of shares and convertible securities to be issued pursuant to this resolution shall not exceed fifty percent (50%) of the total number of issued shares excluding treasury shares, of which the aggregate number of shares and convertible securities issued other than on a pro rata basis to existing shareholders must be not more than twenty percent (20%) of the total number of issued shares excluding treasury shares, and that such authority shall continue in force until the conclusion of the next Annual General Meeting or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting. For the purpose of Rule 806(2), the total number of issued shares excluding treasury shares is based on the Company's total number of issued shares excluding treasury shares at the time of passing of this resolution approving the mandate 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 outstanding or subsisting at the time of the passing of the resolution approving the mandate, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
- (c) any subsequent bonus issue, consolidation or subdivision of shares.
(See Explanatory Note 5)

11. **PROPOSED RENEWAL OF THE SHAREHOLDERS' MANDATE FOR INTERESTED PERSON TRANSACTIONS** **Resolution 10**

"THAT:-

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Listing Manual of the SGX-ST, for the Company, its Subsidiaries and Associated Companies or any of them to enter into any of the transactions falling within the types of the Interested Person Transactions, particulars of which are set out in the Appendix to this Notice of Annual General Meeting, with any party who is of the class of Interested Persons described in the Appendix to this Notice of Annual General Meeting, provided that such transactions are in accordance with the review procedures for Interested Person Transactions as set out in the Appendix to this Notice of Annual General Meeting;
- (b) the approval given in sub-paragraph (a) above (the "Mandate") shall unless revoked or varied by the Company in general meeting continue in force until the next Annual General Meeting of the Company;
- (c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendments to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors of the Company be and is hereby authorised, jointly or severally, to take such steps and exercise such discretion as the Directors of the Company may in their absolute discretion deem fit, advisable or necessary or in the interest of the Company to give effect to the Mandate and/or this Resolution."
(See Explanatory Note 6)

BY ORDER OF THE BOARD

TAN MIN-LI
COMPANY SECRETARY
SINGAPORE
10 July 2014

Explanatory Note:-

- (1) Dr. Lim Seck Yeow will, upon re-appointment as Director of the Company, remain as a member of the Audit Committee and will be considered non-independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. He will also remain as non-executive Chairman of the Company, a member of the Nominating Committee and Remuneration Committee. There are no relationships (including immediate family relationships) between Dr. Lim Seck Yeow and the other Directors, the Company or shareholder with shareholdings of 10% or more in the voting shares of the Company.
- (2) There are no relationships (including immediate family relationships) between Mr. Simon Hunter Atkinson and the other Directors and the Company. Mr Simon Hunter Atkinson is the representative/employee of a shareholder with shareholdings of 10% or more in the voting shares of the Company.
- (3) Mr. Wee Phui Gam, will upon re-election as Director of the Company, remain as a Chairman of the Audit Committee and Member of the Remuneration and Nominating Committees. He will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. He will also remain as Member of the Audit Committee. There are no relationships (including immediate family relationships) between Mr. Wee Phui Gam and the other Directors, the Company or shareholder with shareholdings of 10% or more in the voting shares of the Company.
- (4) There are no relationships (including immediate family relationships) between Mr. Sun Bowen and the other Directors, the Company or shareholder with shareholdings of 10% or more in the voting shares of the Company. Mr Sun Bowen is the representative/employee of a shareholder with shareholdings of 10% or more in the voting shares of the Company.
- (5) Resolution No. 9 above, if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to a maximum of fifty percent (50%) of the issued share capital of the Company (of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty percent (20%) of the issued share capital of the Company) for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting.
- (6) Resolution No. 10 above, if passed, will renew, effective until the conclusion of the next Annual General Meeting, the IPT Mandate to enable the Company, its subsidiaries and associated companies which are considered "entities at risk" to enter in the ordinary course of business into certain types of interested person transactions with specific classes of the Company's interested persons. Particulars of the IPT Mandate are set out in the Appendix to this Notice of Annual General Meeting which is enclosed with the Company's Annual Report 2014.

Notes:-

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
- (ii) A proxy need not be a member of the Company.
- (iii) The instrument appointing a proxy must be deposited at the Company's registered office at 80 Robinson Road, #02-00, Singapore 068898 at least 48 hours before the time of the Meeting.