

**FABCHEM CHINA LIMITED**  
(Company Registration No. 200413128G)  
(Incorporated in the Republic of Singapore)  
(the “**Company**”)

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE COMPANY HELD BY WAY OF ELECTRONIC MEANS (VIA LIVE WEBCAST AND LIVE AUDIO STREAM) ON MONDAY, 28 SEPTEMBER 2020 AT 9.30 A.M.**

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**PRESENT**

**DIRECTORS**

Mr Wee Phui Gam	:	Acting Chairman / Lead Independent Director (via LIVE WEBCAST)
Mr Bao Hongwei	:	Managing Director (via LIVE WEBCAST)
Prof. Jiang Rongguang	:	Independent Director (via LIVE WEBCAST)
Mr Sun Bowen	:	Non-Executive Non-Independent Director (via LIVE WEBCAST)

**IN ATTENDANCE BY INVITATION**

As per attendance record maintained by the Company.

**SHAREHOLDERS**

As per attendance record maintained by the Company.

**QUORUM**

As there was a quorum, the Chairman, Mr Wee Phui Gam, declared the Annual General Meeting of the Company (the “**Meeting**”) open at 9.30 a.m.

**NOTICE**

The Notice convening the Meeting dated 11 September 2020 was taken as read.

**INTRODUCTION**

The Chairman welcomed all joining the Meeting via the LIVE WEBCAST and LIVE AUDIO STREAM.

The Chairman informed that in view of the COVID-19 situation and the control measures imposed by the Singapore Government, the Meeting was held by way of electronic means and all other Directors of the Company were attending the Meeting virtually via the LIVE WEBCAST.

**OPENING ADDRESS**

The Chairman informed that Shareholders had been given the opportunity to ask questions prior to the Meeting. The Company has not received any queries from Shareholders.

The Chairman informed that Shareholders were required to submit their proxy forms to appoint the Chairman of the Meeting to cast their votes on their behalf. In his capacity as the Chairman of the Meeting, he had been appointed by numerous Shareholders as proxy and had voted in accordance with their instructions.

The Chairman informed that in line with the requirements of the SGX Listing Rules, all resolutions to be tabled at the Meeting were voted by way of poll. All resolutions tabled at the Meeting were proposed by the Chairman as a proxy.

The Chairman further informed that, for the conduct of the poll, Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as the Polling Agent and B.A.C.S. Private Limited as the Scrutineer. The Polling Agent and Scrutineer had assisted the Company with the verification and supervision of the counting of the votes of all such valid proxy forms submitted by Shareholders by the submission deadline of 9.30 a.m. on 26 September 2020. The tabulated poll results announced by the Chairman after each Resolution tabled at the Meeting was based on the duly completed proxy forms

that were received by the Company by the cut-off time, as certified by the Scrutineer.

The Chairman then proceeded with the following Agenda of the Meeting.

**ORDINARY BUSINESS:**

**REPORTS AND FINANCIAL STATEMENTS – RESOLUTION 1**

The ordinary resolution voted on was:

“That the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2020, together with the Auditor’s Report thereon be received and adopted.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” – 100% (39,565,099 shares)  
Percentage of votes “AGAINST” – 0% (0 share)

Based on the result, the Chairman declared that the ordinary resolution 1 was duly passed.

**DIRECTORS’ FEES – RESOLUTION 2**

The ordinary resolution voted on was:

“That the Directors’ fees of S\$184,800 for the financial year ended 31 March 2020.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” – 100% (39,565,099 shares)  
Percentage of votes “AGAINST” – 0% (0 share)

Based on the result, the Chairman declared that the ordinary resolution 2 was duly passed.

**RE-ELECTION OF MR BAO HONGWEI – RESOLUTION 3**

The ordinary resolution voted on was:

“That Mr Bao Hongwei, a Director retiring in accordance with Article 107 of the Company’s Constitution, be re-elected as a Director of the Company.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” – 100% (39,565,099 shares)  
Percentage of votes “AGAINST” – 0% (0 share)

Based on the result, the Chairman declared that the ordinary resolution 3 was duly passed.

It was noted that Mr Bao Hongwei would remain as the Managing Director of the Company.

**RE-ELECTION OF PROF. JIANG RONGGUANG – RESOLUTION 4**

The ordinary resolution voted on was:

“That Prof. Jiang Rongguang, a Director retiring in accordance with Article 107 of the Company’s Constitution, be re-elected as a Director of the Company.”

The Chairman announced the result of the votes as follows:

Percentage of votes "FOR" – 100% (39,565,099 shares)  
Percentage of votes "AGAINST" – 0% (0 share)

Based on the result, the Chairman declared that the ordinary resolution 4 was duly passed.

It was noted that Prof. Jiang Rongguang would remain as the Independent Director of the Company and a member of the Audit, Nominating and Remuneration Committees.

Prof. Jiang Rongguang is considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.

#### **RE-APPOINTMENT OF PROF. JIANG RONGGUANG – RESOLUTION 5**

The ordinary resolution voted on was:

"That Prof. Jiang Rongguang's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and this Resolution will remain in force until the earlier of Prof. Jiang Rongguang's retirement or resignation; or the conclusion of the third AGM following the passing of Resolution 5. This Resolution will be voted by shareholders (excluding Directors, the CEO and the respective associates of such Directors and the CEO).

The Chairman announced the result of the votes as follows:

Percentage of votes "FOR" – 100% (24,425,099 shares)  
Percentage of votes "AGAINST" – 0% (0 share)  
Percentage of votes "ABSTAIN" – 15,140,000 shares

Based on the result, the Chairman declared that the ordinary resolution 5 was duly passed.

#### **RE-APPOINTMENT OF AUDITORS – RESOLUTION 6**

The ordinary resolution voted on was:

"That RSM Chio Lim LLP be re-appointed as Auditors of the Company to hold office until the conclusion of the next annual general meeting and the Directors of the Company be authorised to fix their remuneration."

The Chairman announced the result of the votes as follows:

Percentage of votes "FOR" – 100% (39,565,099 shares)  
Percentage of votes "AGAINST" – 0% (0 share)

Based on the result, the Chairman declared that the ordinary resolution 6 was duly passed.

#### **ANY OTHER ORDINARY BUSINESS**

As no notice of any other ordinary business had been received by the Secretary, the Chairman proceeded to deal with the special business of the Meeting.

#### **SPECIAL BUSINESS:**

#### **AUTHORITY TO ALLOT AND ISSUE NEW SHARES – RESOLUTION 7**

The ordinary resolution voted on was:

"That pursuant to Section 161 of the Companies Act, Cap. 50 (the "Companies 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.

Any adjustments made in accordance with subparagraphs (a) and (b) above shall only be made in respect of new shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution 7.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” – 100% (39,565,099 shares)  
Percentage of votes “AGAINST” – 0% (0 share)

Based on the result, the Chairman declared that the ordinary resolution 7 was duly passed.

**PROPOSED RENEWAL OF THE SHAREHOLDERS’ MANDATE FOR INTERESTED PERSON TRANSACTIONS WITH YINGUANG SECURITY AND WULIAN HANYUE – RESOLUTION 8**

The ordinary resolution voted on was:

“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 (“Yinguang Security and Wulian Hanyue IPT Mandate”);
- (b) the approval given in respect of the Yinguang Security and Wulian Hanyue IPT Mandate set out in sub-paragraph (a) above shall unless revoked or varied by the Company in a 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 Yinguang Security and Wulian Hanyue IPT Mandate and/or this Resolution.”

The Chairman announced the result of the votes as follows:

Percentage of votes “FOR” – 100% (24,425,099 shares)

Percentage of votes “AGAINST” – 0% (0 share)

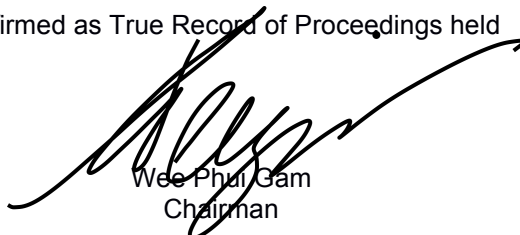
Percentage of votes “ABSTAIN” – 15,140,000 shares

Based on the result, the Chairman declared that the ordinary resolution 8 was duly passed.

### **CONCLUSION**

There being no other business to transact, the Chairman thanked everyone for watching the LIVE WEBCAST or LIVE AUDIO STREAM and fellow board members, shareholders, stakeholders and partners for their invaluable support. The Chairman declared the Meeting of the Company closed at 9.45 a.m.

Confirmed as True Record of Proceedings held



Wee Phui Gam  
Chairman