

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

(A) LODGEMENT AND ISSUANCE OF CIRCULAR TO SHAREHOLDERS AND CONVENING OF THE EXTRAORDINARY GENERAL MEETING FOR THE PROPOSED ACQUISITION OF LINCOTRADE & ASSOCIATES PTE LTD, (B) RECEIPT OF LISTING AND QUOTATION NOTICE, AND (C) RECEIPT OF APPROVAL IN-PRINCIPLE FROM SGX-ST

Unless otherwise defined herein or the context otherwise lends itself, all capitalised terms and references shall bear the same meanings as defined in the announcements dated 26 November 2021, 17 December 2021, 5 January 2022, 21 February 2022, 4 March 2022 and 17 May 2022 (collectively, the “Announcements”), and the circular to Shareholders dated 30 June 2022 (“Circular”) in relation to, inter alia, the Proposed Acquisition.

1. INTRODUCTION

The board of directors (“**Board**” or “**Directors**”) of Fabchem China Limited (“**Company**”) refers to the Announcements and wishes to update shareholders of the following:

- (A) the lodgement and issuance of the Circular;
- (B) the receipt of a listing and quotation notice; and
- (C) the receipt of an approval in-principle from SGX-ST.

2. LODGEMENT AND ISSUANCE OF CIRCULAR

The Board wishes to update Shareholders that the Company has today lodged the Circular, containing information on, *inter alia*, the Proposed Acquisition, with the SGX-ST (acting as agent on behalf of the Monetary Authority of Singapore) and issued the Circular via SGXNET.

The extraordinary general meeting of the Company (“**EGM**”) will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Circular, the accompanying Notice of EGM, and the Proxy Form will not be sent to Shareholders. Instead, these documents may be accessed at the Company’s website at the URL: <https://www.fabchemchina.com> and will also be made available on SGXNET at the URL: <http://www.sgx.com/securities/company-announcements>.

Please refer to the Circular, Notice of EGM and Proxy Form as set out in the Company’s accompanying announcement dated 30 June 2022 for more details on the alternative arrangements relating to Shareholders attendance at, and conduct of, the EGM.

3. DATES AND TIMES IN RESPECT OF THE EGM

In accordance with the Waiver conditions as stated in the Company’s announcement dated 4 March 2022, the Company will be convening its EGM on 22 July 2022 to seek the approval of Shareholders for, *inter alia*, the Proposed Acquisition and Proposed Listing Transfer.

Shareholders should note the following dates and times in respect of the EGM:

Last date and time for advance submission of questions to be asked during the EGM : 18 July 2022 at 10.00 a.m.

Last date and time for submission of proxy form : 20 July 2022 at 10.00 a.m.

Last date and time for pre-registration for the EGM to be held by electronic means : 20 July 2022 at 10.00 a.m.

Date and time of the EGM to be held by electronic means : 22 July 2022 at 10.00 a.m.

4. RECEIPT OF LISTING AND QUOTATION NOTICE

In connection with the Proposed Listing Transfer, Proposed Acquisition, Proposed Issuance of Arranger Shares, Proposed Issuance of FA Shares and the Proposed Placement, the Company had made an application to the SGX-ST for the listing and quotation of the following:

- (A) up to 46,800,000 Shares in the Company;
- (B) up to 113,636,363 new Shares at an Issue Price of S\$0.22 per Share to be issued to the Vendors in satisfaction of the consideration for the Proposed Acquisition;
- (C) up to 5,681,818 new Shares at an Issue Price of S\$0.22 per Share to be issued to Prestige Fame Limited as the Arranger in connection with the Proposed Acquisition;
- (D) up to 454,545 new Shares at an Issue Price of S\$0.22 per Share to be issued to RHB Bank Berhad as the Sponsor and Financial Adviser in connection with the Proposed Acquisition; and
- (E) up to 13,650,000 new Shares at an Issue Price of S\$0.22 per Share pursuant to the Proposed Placement,

on the official list of the SGX-ST Catalist (collectively, the “**Proposed Share Issuance Transactions**”).

On 30 June 2022, the Company has received the listing and quotation notice (“**LQN**”) from the SGX-ST subject to the following:

- (A) compliance with the Catalist Rules;
- (B) Shareholders’ approval being obtained for the Proposed Share Issuance Transactions;
- (C) submission of the section pertaining to additional listing of securities in Part I of the Listing Confirmation under Appendix 10A upon lodgement of the Offer Information Statement;
- (D) completion of the Proposed Acquisition;
- (E) written confirmations from the Sponsor and the Enlarged Group that the placement agent(s) (and sub-placement agent(s)) to the Proposed Placement is either a Full Sponsor and/or registered member firm of the SGX-ST;
- (F) written undertaking from each of the Enlarged Group’s directors and executive directors in the form set out in Appendix 7H of the Catalist Rules and an undertaking from the Enlarged Group in the form set out in Appendix I to procure the same written undertaking from any newly appointed director or executive officer after the Enlarged Group’s listing;

- (G) written undertaking from the Enlarged Group that in the event of a cessation of service of any chief executive officer, chief financial officer, chief operating officer, general manager or other executive officer of equivalent authority as disclosed in the offer document within 1 year of the listing of the Enlarged Group, it will comply with Catalist Rule 704(6)(a) to announce such cessation of service notwithstanding that such persons may no longer hold such roles at the time of the cessation of service;
- (H) written confirmations from the Sponsor and the Enlarged Group that Sun Bowen (“**Sun**”) has reduced his shareholdings in the Company to less than 5% of the share capital of the Enlarged Group by the time of completion of the Proposed Placement, prior to resumption of trading; and
- (I) an immediate announcement being made via SGXNET that Sun has reduced his shareholdings in the Company to less than 5% of the enlarged share capital, prior to resumption of trading.

Shareholders should note that the LQN is not an indication of the merits of the Enlarged Group, the Proposed Share Issuance Transactions and the Shares.

The LQN is valid for three (3) calendar months from the date of the LQN and is subject to any changes to the SGX-ST’s policies and/or listing requirements. The SGX-ST reserves the right to (i.) impose further terms and conditions, or (ii.) withdraw or amend the LQN, at any time in its sole and absolute discretion without giving any reasons for its decision. The SGX-ST shall not be liable for any damages or losses howsoever arising as a result of such withdrawal or amendment.

5. RECEIPT OF APPROVAL IN-PRINCIPLE FROM THE SGX-ST

In connection with and as a condition precedent to the completion of the Proposed Acquisition, the Company will be seeking Shareholders’ approval for the Proposed Listing Transfer. The Board wishes to announce that it has on 30 June 2022 received the approval in-principle for the Proposed Listing Transfer subject to:

- (A) compliance with the SGX-ST’s listing requirements;
- (B) an immediate announcement via SGXNET of the Proposed Listing Transfer;
- (C) Shareholders’ approval being obtained for the Proposed Listing Transfer via a special resolution under Rule 410(4) of the Catalist Rules; and
- (D) submission of:
 - i. a written undertaking from the Company in the format set out in Appendix 4E of the Listing Manual to comply with all of the SGX-ST’s requirements and policies applicable to the issuers listed on the Catalist;
 - ii. a written undertaking by the Company that it is not aware of any material information which has not been previously announced via SGXNET which will affect the Company’s suitability for the transfer to Catalist; and
 - iii. a written confirmation from the Company that it is in compliance with all applicable SGX Mainboard Rules.

The SGX-ST’s in-principle approval is not to be taken as an indication of the merits of the Proposed Listing Transfer, the Company, its subsidiaries or its securities.

6. FURTHER ANNOUNCEMENTS

The Company will make further announcements in relation to, *inter alia*, the Proposed Acquisition and Proposed Listing Transfer, and satisfaction of the other Waiver conditions at the relevant time, as and when there are material developments.

7. CAUTIONARY STATEMENT

Shareholders and investors are advised that the Proposed Acquisition and the Proposed Transactions as disclosed in the Circular are subject to the satisfaction of the Conditions Precedent in the Agreement between the Company and the Vendors including, *inter alia*, approval of the Shareholders at the EGM, and there is no certainty or assurance, as at the date of this announcement, as to whether they will be completed. Shareholders and investors should consult their stockbrokers, solicitors or other professional advisers if they have any doubts about the action they should take.

By Order of the Board

Fabchem China Limited

Wee Phui Gam

Acting Chairman and Lead Independent Director

30 June 2022