



FABCHEM CHINA LIMITED

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

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## MANDATORY CONDITIONAL CASH OFFER BY TRIPLE VISION PTE. LTD.

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### 1. Introduction

The board of directors ("**Board**" or "**Directors**") of Fabchem China Limited ("**Company**") refers to:

- (a) the announcement dated 15 March 2019 ("**Offer Announcement**") made by Triple Vision Pte. Ltd. ("**Offeror**"), relating to the mandatory conditional cash offer ("**Offer**") by the Offeror to acquire all of the issued and paid-up ordinary shares in the capital of the Company ("**Shares**"), other than those already owned by or agreed to be acquired by the Offeror, but including Shares owned, controlled or agreed to be acquired by parties acting or deemed to be acting in concert with the Offeror ("**Concert Parties**");
- (b) the announcement dated 19 March 2019 made by the Company in relation to the appointment on 19 March 2019 of CEL Impetus Corporate Finance Pte. Ltd. as the independent financial adviser ("**IFA**") to advise the Directors of the Company who are regarded as independent for the purposes of the Offer ("**Independent Directors**"); and
- (c) the announcement dated 5 April 2019 made by the Offeror, relating to the formal offer document ("**Offer Document**") containing the terms and conditions of the Offer, together with the Form of Acceptance and Authorisation for Offer Shares and/or the Form of Acceptance and Transfer for Offer Shares, which had been despatched to the shareholders of the Company ("**Shareholders**") on 5 April 2019,

(collectively, the "**Previous Announcements**").

All capitalised terms used and not defined herein shall have the same meanings ascribed to them in the Circular (as defined below), unless otherwise expressly stated or the context otherwise requires.

### 2. Despatch of the Circular

The Board wishes to inform Shareholders that the Company has today despatched the circular to Shareholders dated 18 April 2019 in relation to the Offer ("**Circular**").

The Circular contains, amongst other things, the advice of the IFA to the Independent Directors, the recommendation of the Independent Directors in respect of the Offer, and other information pertaining to the Offer, in compliance with the Singapore Code on Take-overs and Mergers.

**The Circular requires the immediate attention of Shareholders. Shareholders should read and carefully consider the information and the recommendation of the Independent Directors as well as the advice of the IFA to the Independent Directors in relation to the Offer set out in the Circular before deciding whether to accept or reject the Offer. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

### 3. Closing Date

Shareholders should note that, as stated in the Offer Document, 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 the Offeror (“**Closing Date**”).

### 4. Copies of the Circular

Any Shareholder who has not received the Circular within a week from the date of this announcement may contact the Company’s share registrar (“**Share Registrar**”) at the address and telephone number set out below to obtain a copy of the Circular during normal business hours up to and including the Closing Date:

**Boardroom Corporate & Advisory Services Pte. Ltd.**

50 Raffles Place  
#32-01 Singapore Land Tower  
Singapore 048623  
Telephone: (65) 6536 5355

A copy the Circular is also available for download on the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

### 5. Overseas Shareholders

The Circular will not be sent to all Overseas Shareholders due to potential restrictions on sending such documents to the relevant overseas jurisdictions. Any affected Overseas Shareholder may, nevertheless, obtain copies of the Circular during normal business hours up to the Closing Date from the offices of the Share Registrar as set out above, download a copy of the Circular from the website of the SGX-ST at [www.sgx.com](http://www.sgx.com), or make a request to the Share Registrar for the Circular to be sent to an address in Singapore by ordinary post at his own risk, up to five (5) Market Days prior to the Closing Date.

### 6. Responsibility Statement

The Directors (including those who have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this announcement are fair and accurate, and that there are no other material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly. Where any information in this announcement has been extracted or reproduced from published or otherwise publicly available sources (including, without limitation, the Offer Announcement) or obtained from the Offeror, the sole responsibility of the Directors has been to ensure through reasonable enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this announcement.

## BY ORDER OF THE BOARD

Wee Phui Gam  
Acting Chairman and Lead Independent Director

18 April 2019