FORELAND FABRICTECH HOLDINGS LIMITED
(Company Registration Number: 39151)
(Incorporated in in Bermuda)

NOTICE OF SPECIAL GENERAL MEETING

*All capitalised terms contained herein shall, unless otherwise defined in this Notice, bear the respective meanings ascribed thereto in the circular to shareholders of the Company dated 9 September 2016 ("**Circular**").*

NOTICE IS HEREBY GIVEN that a Special General Meeting ("**SGM**") of Foreland Fabrictech Holdings Limited (the "**Company**") will be held at Cassia Room, Level 2, Metropolitan YMCA, 60 Stevens Road, Singapore 257854, on 30 September 2016 at 9.00 a.m. to transact the following business:

RESOLUTION 1: ORDINARY RESOLUTION

PROPOSED APPOINTMENT OF AUDITORS

THAT:–

(a) Foo Kon Tan, having consented to act, be and are hereby appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at a remuneration to be agreed between the Directors and Foo Kon Tan ("**Proposed Appointment of Auditors**"), and

(b) the Directors of the Company and each of them be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they or he may consider expedient or necessary or in the interests of the Company to give effect to the Proposed Appointment of Auditors and/or this Ordinary Resolution.

RESOLUTION 2: ORDINARY RESOLUTION

PROPOSED ADOPTION OF THE SHARE ISSUE MANDATE

That pursuant to the Bye-laws of the Company and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, authority be and is hereby given to the Directors of the Company to:

(a) allot and/or issue further shares whether by way of rights, bonus or otherwise (including shares as may be issued pursuant to any Instrument (as defined below) made or granted by the Directors; and/or

(b) make or grant offers, agreements or options (collectively referred to as "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

(c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares pursuant to any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the "**Share Issue Mandate**") at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, provided that:

(1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued pursuant any Instrument, made or granted pursuant to this Resolution but excluding shares which may be issued pursuant to any adjustments ("**Adjustments**"), which Adjustment shall be made in compliance with the provisions of the Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company), shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (3) below), at the time of passing of this Resolution;

(2) provided that the aggregate number of Shares to be issued other than on a pro-rata basis pursuant to such authority (including shares issued pursuant to any Instrument but excluding shares which may be issued pursuant to any Adjustment effected under any relevant Instrument) to existing shareholders of the Company shall not exceed twenty per cent (20%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (3) below);

(3) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraphs (1) and (2) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company at the time this Resolution is passed, after adjusting for:

(i) new Shares arising from the conversion or exercise of any convertible securities;

(ii) new Shares arising from exercising of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with the provisions of the Listing Manual; and

(iii) any subsequent bonus issue, consolidation or sub-division of Shares.

(4) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws of the Company; and

(5) unless revoked or varied by the Company in general meeting, such authority conferred by this Resolution shall, continue to be in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.

BY ORDER OF THE BOARD

Tan Chee How
Company Secretary
Singapore
9 September 2016

Explanatory notes:

(1) **In respect of Ordinary Resolution 1:**

In accordance with the requirements of Rule 1203(5) of the Listing Manual:

(a) (i) the former Auditors, Baker Tilly, have issued a letter dated 12 August 2016 ("**Baker Tilly Professional Clearance Letter**") which referred Foo Kon Tan to the basis for disclaimer of opinion ("**Disclaimer of Opinion**") contained in their independent auditor's report dated 5 August 2014 with respect to the financial statements of the Group for FY2013 ("**FY2013 Financial Statements**") for information that would be relevant to Foo Kon Tan in accepting nomination as Auditors of the Company and confirmed that save for the aforementioned, they are not aware of any professional reasons why Foo Kon Tan should not accept appointment as the new Auditors of the Company; and

(ii) the Board has also obtained the written consent from Foo Kon Tan on 29 August 2016 to act as auditors of the Company, subject to the approval of the Shareholders at the forthcoming SGM ("**FKT Consent Letter**");

(b) having noted that the former Auditors, Baker Tilly, had retired more than 12 months prior to the date of this Circular, the Company confirms that there were no disagreements with them on accounting treatments within the last 12 months prior to the date of their retirement as Auditors of the Company, notwithstanding that Baker Tilly had issued the Disclaimer of Opinion for the FY2013 Financial Statements;

(c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of the Shareholders, which has not been disclosed in this Circular;

(d) the specific reasons for the Proposed Appointment of Auditors are as disclosed in **Section 2.1** of this Circular; and

(e) the Board and the Audit Committee confirm that it is in compliance with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of Foo Kon Tan as the auditors.

For completeness, with regard to the Disclaimer of Opinion referred to in paragraph (a) above, a copy of the basis for the Disclaimer of Opinion has been extracted and attached to the Appendix of the Circular. Shareholders are advised to read the contents of the Appendix of this Circular in conjunction with the FY2013 Financial Statements and the Company's annual report for FY2013 in their entirety.

(2) **In respect of Ordinary Resolution (2)**

The proposed Resolution 2 above, if passed, will empower the Directors of the Company from the date of this Meeting until the conclusion of next Annual General Meeting, or the date by which the next Annual General Meeting is required by law or by the Bye-Laws of the Company to be held, or when varied or revoke by the Company in general meeting, whichever is the earlier, to allot and issue further shares in the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum as set out in the resolution.

Notes:

(1) With the exception of The Central Depository (Pte) Limited. ("**the Depository**") who may appoint more than two proxies, a shareholder of the Company entitled to attend and vote at the SGM who holds two or more shares is entitled to appoint no more than two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.

(2) Where a form of proxy appoints more than one proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.

(3) A corporation which is a shareholder of the Company may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its corporate representative at the SGM.

(4) To be valid, the instrument appointing a proxy or proxies, or nominating a proxy or proxies on behalf of the Depository together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of the Company's Singapore Share Registrar, Boardroom Corporate Advisory Services Pte. Ltd., 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623, not less than 48 hours before the time appointed for holding the SGM or at any adjournment thereof. Detailed instructions can be found on the Proxy Form(s).

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**", (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.