



FABCHEM CHINA LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Fabchem China Limited ("**Company**") will be held at 2 Bukit Merah Central, Level 1 Drucker/Juran Boardroom, Singapore 159835, on 30 July 2015 at 10.30 a.m. (or as soon thereafter following the conclusion of the Annual General Meeting of the Company to be held at 9.30 a.m. on the same day and at the same venue), for the purpose of considering and, if thought fit, approving, with or without amendment, the following ordinary resolutions:
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 15 July 2015 ("**Circular**").

ORDINARY RESOLUTION 1:

(1) Proposed Share Consolidation

THAT:

- (a) the proposed consolidation of every five (5) Existing Shares held by Shareholders as at a books closure date to be determined by the Directors ("**Books Closure Date**") into one (1) Consolidated Share in the manner set out in the Circular be and is hereby approved;
- (b) any fraction of a Consolidated Share which may arise from the Proposed Share Consolidation pursuant to paragraph (a) above shall be disregarded without compensation to the affected Shareholders, and all fractions of the Consolidated Shares to which holders of the Existing Shares would otherwise be entitled to shall be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interest of the Company;
- (c) the Directors of the Company be authorised to fix the Books Closure Date and the date on which the Shares will trade on the SGX-ST in board lots of 100 Consolidated Shares ("**Effective Trading Date**") in their absolute discretion as they deem fit; and
- (d) the Directors be authorised to do and execute all such acts and things as they or he may consider necessary or expedient to give effect to this resolution and the Proposed Share Consolidation.

ORDINARY RESOLUTION 2:

(2) Proposed adoption of the Share Buy-back Mandate

THAT:

- (a) for the purposes of Sections 76C and 76E of the Companies Act (Cap 50) of Singapore ("**Companies Act**") and Rule 882 of the Listing Manual of the SGX-ST, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
 - (i) market purchase(s) on the SGX-ST and/or any other securities exchange on which the Shares may for the time being be listed and quoted ("**Other Exchange**"), and/or
 - (ii) off-market purchase(s) (if effected otherwise than on the SGX-ST or, as the case may be, the Other Exchange) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable (on a poll taken), be and is hereby authorised and approved generally and unconditionally ("**Share Buy-back Mandate**");
 - (iii) in this Ordinary Resolution:
 - "**Average Closing Price**" means the average of the last dealt prices of a Share for the five (5) consecutive Market Days on which the Shares are transacted on SGX-ST, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Manual, for any corporate action that occurs after the relevant five-day period;
 - "**Date of the making of the offer**" means the date on which the Company announces its intention to make an offer for an Off-Market Purchase, stating therein the purchase price (which shall not be more than the Maximum Price of an Off-Market Purchase) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;
 - "**Market Day**" means a day on which SGX-ST is open for securities trading; and
 - "**Maximum Price**" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) which shall not exceed (i) in the case of a Market Purchase of a Share, 105% of the Average Closing Price of the Shares; and (ii) in the case of an Off-Market Purchase of a Share, 110% of the Average Closing Price of the Shares; and
 - (iv) the Directors and each of them be authorised and empowered to complete and do and execute all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may think necessary or expedient to give effect to this Ordinary Resolution, with such modifications thereto (if any) as they or he shall think fit in the interests of the Company.
- (b) unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
 - (i) the date on which the next AGM of the Company is held, or
 - (ii) the date by which the next AGM of the Company is required by law to be held.

BY ORDER OF THE BOARD

Tan Min-Li
Company Secretary
Singapore
15 July 2015

Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint no more than two proxies to attend and vote in his behalf and such proxy need not be a member of the Company.
2. The proxy form must be deposited at the Company's registered office at 80 Robinson Road, #02-00, Singapore 068898 not later than 48 hours before the time of the EGM.
3. A Depositor's name must appear in the Depository Register maintained by the Central Depository (Pte) Limited at least 48 hours before the time fixed for the holding of the EGM or any postponement or adjournment thereof, in order for the Depositor to attend and vote at the EGM.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.