

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of FABCHEM CHINA LIMITED will be held by way of electronics means on Thursday, 28 October 2021 at 9.30 a.m. to transact the following businesses:

## AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial period ended 30 June 2021 together with the Directors’ Statement and Auditors’ Report thereon. **Resolution 1**
2. To approve the payment of Directors’ Fees of S\$92,400 for the financial period ended 30 June 2021 (2020: S\$184,800). **Resolution 2**
3. To approve the payment of Directors’ Fees of S\$92,400 for the financial year ending 30 June 2022 payable quarterly (2021: S\$92,400). **Resolution 3**
4. To re-elect Mr Sun Bowen who is retiring under Article 107 of the Company’s Constitution.  
(See Explanatory Note 1) **Resolution 4**
5. To re-elect Mr Wee Phui Gam who is retiring under Article 107 of the Company’s Constitution.  
(See Explanatory Note 2) **Resolution 5**
6. Contingent upon the passing of Resolutions 5 above and 7 below, shareholders to approve Mr Wee’s continued appointment as an Independent Director in accordance with Rule 210(5) (d)(iii) of the Listing Manual (“Listing Manual”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) which takes effect from 1 January 2022, and such Resolution shall remain in force until the earlier of the following:  
  - (i) Mr Wee’s retirement or resignation; or
  - (ii) the conclusion of the third AGM following the passing of this Resolution.  
(See Explanatory Note 3)**Resolution 6**
7. Contingent upon the passing of Resolutions 5 and 6 above, shareholders (excluding the Directors and the Chief Executive Officer (“CEO”) of the Company, and the respective associates of such Directors and CEO) to approve Mr Wee’s continued appointment as an Independent Director in accordance with Rule 210(5) (d)(iii) of the Listing Manual of the SGX-ST which takes effect from 1 January 2022, and such Resolution shall remain in force until the earlier of the following:  
  - (i) Mr Wee’s retirement or resignation; or
  - (ii) the conclusion of the third AGM following the passing of this Resolution.  
(See Explanatory Note 3)**Resolution 7**
8. To re-appoint Messrs RSM Chio Lim LLP, as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 8**
9. To transact any other ordinary business which may be properly transacted at an AGM.

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## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolution (with or without amendments) as an Ordinary Resolution:

10. AUTHORITY TO ALLOT AND ISSUE SHARES

**Resolution 9**

“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 9.

*(See Explanatory Note 4)*

BY ORDER OF THE BOARD

Nor Hafiza Alwi  
Company Secretary  
13 October 2021, Singapore

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## Explanatory Note: -

- (1) Ordinary Resolution 4 - Mr Sun Bowen will, upon re-election as a Director of the Company, remain as the Non-Executive Non-Independent Director of the Company and a member of the Audit, Nominating and Remuneration Committees. Detailed information on Mr Sun Bowen can be found in the Annual Report 2021. There are no relationships (including immediate family relationships) between Mr Sun Bowen and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers.
- (2) Ordinary Resolution 5 - Mr Wee Phui Gam will, upon re-election as a Director of the Company, remain as the Acting Chairman and Lead Independent Director of the Company and Chairman of the Audit, Nominating and Remuneration Committees. Mr Wee is considered by the Board of Directors of the Company to be independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Detailed information on Mr Wee can be found in the Annual Report 2021. There are no relationships (including immediate family relationships) between Mr Wee and the other Directors of the Company, the Company, its related corporations, its substantial shareholders or its officers, which may affect his independence.
- (3) Ordinary Resolutions 6 and 7 - Pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, Mr Wee Phui Gam, having served on the Board beyond nine (9) years from the date of his first appointment, will not be considered as an Independent Director from 1 January 2022 unless his appointment as an Independent Director is approved in separate resolutions by (A) all shareholders; and (B) shareholders, excluding the Directors, the CEO and their respective associates.

As such, the Company is seeking at this AGM to obtain the required approval in separate resolutions by (A) all shareholders and (B) shareholders, excluding the Directors, the CEO and their respective associates prior to 1 January 2022 as required for his continued appointment as an Independent Director. Ordinary Resolutions 6 and 7, if passed, will enable Mr Wee Phui Gam to continue his appointment as an Independent Director pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST and Provision 2.1 of the Code of Corporate Governance 2018 and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company following this AGM.

Ordinary Resolution 6 is conditional upon Ordinary Resolution 7 being passed and vice versa. Both Ordinary Resolutions 6 and 7 are also conditional upon Ordinary Resolution 5 being passed. For the avoidance of doubt, if Ordinary Resolution 5 is not passed, Mr Wee Phui Gam will cease to be a Director with effect from the date of the AGM of the Company, notwithstanding that Ordinary Resolutions 6 and/or 7 may be approved by shareholders at the AGM of the Company.

In the event that Ordinary Resolutions 6 and/or 7 is not approved, Mr Wee Phui Gam will continue to serve as the Acting Chairman and Lead Independent Director as well as the Chairman of the Audit, Nominating and Remuneration Committees up to and including 31 December 2021 and shall thereafter be re-designated as a Non-Independent Non-Executive Director with effect from 1 January 2022. In such circumstances, during the months prior to 31 December 2021, the Board will take steps to ensure that the Board has the appropriate number of Independent Directors with the relevant experiences in place with effect from 1 January 2022 to fulfil the requirements of the Listing Manual of the SGX-ST and Code of Corporate Governance, where applicable.

- (4) Resolution No. 9 above, if passed, will empower the Directors of the Company to issue shares and convertible securities in the Company up to a maximum of fifty percent (50%) of the issued share capital of the Company (of which the aggregate number of shares and convertible securities to be issued other than on a pro rata basis to existing shareholders shall not exceed twenty percent (20%) of the issued share capital of the Company) for such purposes as they consider would be in the interests of the Company. This authority will continue in force until the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting is required by law to be held, whichever is the earlier, unless the authority is previously revoked or varied at a general meeting.

## Notes:

1. The AGM will be convened and held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this notice of AGM (the "**Notice**") and the Company's annual report ("**AR**") will not be sent to members. Instead, this Notice and AR will be sent to members by electronic means via publication on the Company's website at the URL <https://www.fabchemchina.com> and made available on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM of the Company to be held on Thursday, 28 October 2021 at 9.30 a.m. are set out in the Company's announcement dated 13 October 2021 (the "**Announcement**"), which has been uploaded together with this Notice of AGM on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> on the same day. The Announcement may also be accessed at the URL <https://www.fabchemchina.com>. For the avoidance of doubt, the Announcement is circulated together with and forms part of this Notice of AGM.

In particular, the AGM will be held by way of electronic means and a member of the Company will be able to observe the proceedings of the AGM through a "live" webcast ("**LIVE WEBCAST**") via his/her/its mobile phones, tablets or computers or listen to these proceedings through a "live" audio feed ("**AUDIO ONLY MEANS**") via telephone. In order to do so, a member of the Company who wishes to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS must register by 9.30 a.m. on 23 October 2021, at the URL <https://globalmeeting.bigbangdesign.co/fabchem2021agm/>. Following authentication of his/her/its status as members of the Company, authenticated members of the Company will receive email instructions on how to access the LIVE WEBCAST and AUDIO ONLY MEANS to observe the proceedings of the AGM by 9.30 a.m. on 27 October 2021.

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A member of the Company who registers to watch the LIVE WEBCAST or listen via the AUDIO ONLY MEANS may also submit questions related to the resolutions to be tabled for approval at the AGM. To do so, all questions must be submitted by 9.30 a.m. on 23 October 2021 via the following:

- (a) pre-registration link at URL <https://globalmeeting.bigbangdesign.co/fabchem2021agm/>; or
- (b) email to: [wkwk@fabchemchina.com](mailto:wkwk@fabchemchina.com); or
- (c) post to the registered office at 8 Robinson Road #03-00 ASO Building, Singapore 048544

The Company will endeavor to address all substantial and relevant questions received from members prior to the AGM and publish its response on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and at the Company's website at the URL <https://www.fabchemchina.com>. Where substantial and relevant questions are unable to be answered prior to the AGM, the Company will address them at the AGM.

3. Due to the current COVID-19 restriction orders in Singapore, a member of the Company will not be able to attend the AGM in person. If a member of the Company (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid.
4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must:
  - (a) if sent personally or by post, to the registered office of the Company at 8 Robinson Road #03-00 ASO Building, Singapore 048544; or
  - (b) if submitted by email, be received by the Company at [wkwk@fabchemchina.com](mailto:wkwk@fabchemchina.com),

in either case, by 9.30 a.m. on 26 October 2021 being not less than forty-eight (48) hours before the time appointed for holding the AGM (or at any adjournment thereof) and in default the instrument of proxy shall not be treated as valid.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, members of the Company are strongly encouraged to submit completed proxy forms electronically via email.

6. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or on his/her attorney duly authorized in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
7. For investors who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes, at least seven (7) working days before the time appointed for the holding of the AGM (ie. by 9.30 a.m. on 18 October 2021). CPF investors and/or SRS investors are requested to contact their respective CPF and/or SRS Operators for any queries they may have with regard to the appointment of the Chairman of the Meeting as proxy for the AGM.

## Personal data privacy:

By submitting (a) a proxy form appointing the Chairman of the Meeting as proxy to vote at the AGM and/or any adjournment thereof, or (b) member particulars for pre-registration to participate in the AGM via LIVE WEBCAST or AUDIO ONLY MEANS, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM or the Announcement, a member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents, advisers or service providers, as the case may be) for the following purposes:

- (i) processing and administration by the Company (or its agents, advisers or service providers) of proxy forms appointing the Chairman of the AGM as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of pre-registration for participation at the AGM for purpose of granting access to members to the LIVE WEBCAST or AUDIO ONLY MEANS and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the AGM from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and
- (v) enabling the Company (or its agents, advisers or service providers, as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes of the AGM. Accordingly, the personal data of a member (such as name, presence at the AGM and any questions raised or motions proposed/seconded) may be recorded by the Company for such purposes.