



FABCHEM CHINA LIMITED

(Incorporated in the Republic of Singapore)

(Co. Reg. No. 200413128G)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of FABCHEM CHINA LIMITED will be held at 39 Fishery Port Road, Jurong, Singapore 619745 on Thursday, 27 July 2006 at 10.00 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and, if approved, to adopt the Audited Accounts of the Company for the financial year ended 31 March 2006 together with the Directors' Report and Auditors' Report thereon.
2. To approve the payment of Directors' Fees of S\$31,000 [Non-Executive Director: S\$15,000; and Independent Directors: S\$16,000] for the financial year ended 31 March 2006.
3. To re-elect Dr Lim Seck Yeow who is retiring under Article 107 of the Articles of Association as a Director of the Company.
4. To re-elect Mr Desmond Ong Tai Tiong who is retiring under Article 117 of the Articles of Association as a Director of the Company.
5. To appoint Messrs RSM Chio Lim, Certified Public Accountants, as auditors of the Company and to authorise the Directors to fix their remuneration.
6. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

Resolution 1

Resolution 2

Resolution 3

Resolution 4

Resolution 5

AS SPECIAL BUSINESS

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

7. AUTHORITY TO ALLOT AND ISSUE SHARES

THAT pursuant to Section 161 of the Companies Act, Cap. 50 (the "Act") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited, 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 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 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 purposes of this resolution, the percentage of issued share capital shall be based on the Company's issued share capital at the time of the passing of this resolution after adjusting for:-

- (a) new shares arising from the conversion or exercise of convertible securities or from exercising employee share options outstanding or subsisting at the time of the passing of this resolution; and
- (b) any subsequent consolidation or subdivision of shares.

Resolution 6

BY ORDER OF THE BOARD

TAN MIN-LI
COMPANY SECRETARY

Date : 12 July 2006

SINGAPORE

Notes :-

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote in his stead. A member of the Company, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf.
A proxy need not be a member of the Company.
The instrument appointing a proxy must be deposited at the Company's registered office at 50 Raffles Place #29-00 Singapore Land Tower, Singapore 048623 at least 48 hours before the time of the Meeting.
- (ii) If re-elected under Resolution 3, Dr Lim Seck Yeow will remain as a Non-executive Chairman of the Company and member of the Audit Committee, of the Remuneration Committee and of the Nominating Committee.
- (iii) If re-elected under Resolution 4, Mr Desmond Ong Tai Tiong will remain as an Independent Director of the Company, Chairman of the Remuneration Committee and of the Nominating Committee and a member of the Audit Committee.
- (iv) Resolution 6, 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.