



FABCHEM CHINA LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 200413128G)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of FABCHEM CHINA LIMITED will be held at 39 Fishery Port Road, Singapore 619745 on Monday, 23 July 2007 at 9.30 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 2007 together with the Directors' Report and Auditors' Report thereon. **Resolution 1**
2. To declare a First & Final Dividend of 0.5302 Singapore cents per Ordinary Share, one-tier tax exempt, for the financial year ended 31 March 2007 as recommended by the Directors. **Resolution 2**
3. To approve Directors' Fees of S\$187,000 for the financial year ended 31 March 2007. **Resolution 3**
4. To re-elect Mr Bao Hongwei who is retiring under Article 107 of the Articles of Association. **Resolution 4**
5. To re-elect Mr Lim Hui Min John who is retiring under Article 107 of the Articles of Association. **Resolution 5**
6. To re-elect Mr Shane Gannon who is retiring under Article 117 of the Articles of Association. **Resolution 6**
7. To re-elect Mr Anthony Kutra who is retiring under Article 117 of the Articles of Association. **Resolution 7**
8. To re-elect Mr Wong Joo Wan who is retiring under Article 117 of the Articles of Association. **Resolution 8**
9. To re-appoint Messrs RSM Chio Lim, Certified Public Accountants, as auditors of the Company and to authorise the Directors to fix their remuneration. **Resolution 9**
10. To transact any other ordinary business which may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS

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

11. 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 10

BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN THAT the Ordinary Shares Transfer Books and Register of Members of the Company will be closed on 10 August 2007 for the purposes of determining shareholders' entitlements to the proposed first and final dividend of 0.5302 Singapore cents per ordinary share, one-tier tax exempt, for the financial year ended 31 March 2007.

Duly completed and stamped transfers received by the Company's Share Registrars, Lim Associates (Pte) Ltd, 3 Church Street #08-01, Samsung Hub, Singapore 049483, up to 5 p.m. on 8 August 2007 will be registered before shareholders' entitlements to the first and final dividend are determined. Shareholders (being depositors) whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares as at 5 p.m. on 8 August 2007 will be entitled to the proposed first and final dividend.

The first and final dividend, if approved by the shareholders at the Annual General Meeting of the Company, will be paid on 30 August 2007.

BY ORDER OF THE BOARD

TAN MIN-LI
COMPANY SECRETARY
Date: 6 July 2007
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 36 Carpenter Street, Singapore 059915 at least 48 hours before the time of the Meeting.
- (ii) If re-elected under Resolution 4, Mr Bao Hongwei will remain as an Executive Director of the Company.
- (iii) If re-elected under Resolution 5, Mr Lim Hui Min John will remain as an Independent Director of the Company, Chairman of the Audit Committee, a member of the Nominating Committee and of the Remuneration Committee.
- (iv) If re-elected under Resolution 6, Mr Shane Gannon will remain as Non-Executive Director of the Company.
- (v) If re-elected under Resolution 7, Mr Anthony Kutra will remain as Non-Executive Director of the Company.
- (vi) If re-elected under Resolution 8, Mr Wong Joo Wan will remain as an Independent Director of the Company.
- (vii) Resolution 10, 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.