



## FABCHEM CHINA LIMITED

(Incorporated in the Republic of Singapore on 12 October 2004)  
(Company Registration Number: 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, 28 July 2008 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 2008 together with the Directors' Report and Auditors' Report thereon. **Resolution 1**
2. To approve Directors' Fees of S\$300,000 for the financial year ended 31 March 2008 (2007: S\$187,000). **Resolution 2**
3. To re-elect Mr Ong Tai Tiong Desmond who is retiring under Article 107 of the Articles of Association.  
Mr Ong Tai Tiong Desmond, will upon re-election as Director of the Company, remain as a member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. He will also remain as Chairman of the Nominating Committee and of the Remuneration Committee. **Resolution 3**
4. To re-elect Mr Wong Joo Wan who is retiring under Article 107 of the Articles of Association. **Resolution 4**
5. To re-appoint Dr Lim Seck Yeow as a Director of the Company to hold office until the next Annual General Meeting pursuant to Section 153(6) of the Companies Act, Cap. 50.  
Dr Lim Seck Yeow will, upon re-appointment as Director of the Company, remain a member of the Audit Committee and will be considered non independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited. He will also remain as non-executive Chairman of the Company, a member of the Remuneration Committee and of the Nominating Committee. **Resolution 5**
6. To re-elect Mr Peter Neville Hogan who is retiring under Article 117 of the Articles of Association. **Resolution 6**
7. To re-elect Mr Alan Grace who is retiring under Article 117 of the Articles of Association. **Resolution 7**
8. 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 8**
9. 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 resolution (with or without amendments) as an Ordinary Resolution:-

##### 10. 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 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 the 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. **Resolution 9**

BY ORDER OF THE BOARD

TAN MIN-LI  
COMPANY SECRETARY

Date : 12 July 2008  
SINGAPORE

Notes :-

- (i) A member entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies 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 Wong Joo Wan will remain as an Independent Director of the Company.
- (iii) If re-elected under Resolution 6, Mr Peter Neville Hogan will remain as a Non-Executive director.
- (iv) If re-elected under Resolution 7, Mr Alan Grace will remain as a Non-Executive director.
- (v) Resolution 7, 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.