
NOTICE OF EXTRAORDINARY GENERAL MEETING

FABCHEM CHINA LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM/Meeting**”) of Fabchem China Limited (“**Company**”) will be held by way of electronic means (via LIVE WEBCAST and AUDIO ONLY MEANS) on 22 July 2022, at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the Resolutions as set out below.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 30 June 2022 (“**Circular**”) to shareholders of the Company (“**Shareholders**”).

This Notice of EGM along with its accompanying proxy form has been made available on SGXNET and the Company’s corporate website which may be accessed at the URL: <https://www.fabchemchina.com>. A printed copy of this Notice of EGM and the accompanying proxy form will NOT be despatched to Shareholders.

Shareholders should note that:

- (a) **Ordinary Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9 as well as Special Resolutions 1 and 2 (“Key Resolutions”) are inter-conditional upon each other; and**
- (b) **Ordinary Resolutions 10, 11, 12 as well as Special Resolution 3 are conditional upon the passing of the Key Resolutions (“Conditional Resolutions”).**

This means that if any of the Key Resolutions are not passed, the other Key Resolutions would not be passed, and if any of the Key Resolutions are not passed, the Conditional Resolutions would not be passed.

Please refer to Section 1.3 of this Circular titled “Inter-Conditionality of Resolutions” for more details.

AS ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: THE PROPOSED ACQUISITION

THAT subject to and contingent upon the passing of the Key Resolutions:

- (1) approval be and is hereby given for the Company to undertake the Proposed Acquisition in accordance with the terms of the SPA as described in the Circular; and
- (2) the Directors be and are hereby authorised to (a) carry out and implement the Proposed Acquisition in accordance with the SPA, and (b) complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 1 as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

ORDINARY RESOLUTION 2: THE PROPOSED ISSUANCE OF CONSIDERATION SHARES

THAT subject to and contingent upon the passing of the Key Resolutions:

- (1) the proposed allotment and issuance to the Vendors of an aggregate 113,636,363 Consideration Shares to the Vendors in proportion to the Vendors’ Respective Shareholdings, credited as fully paid-up, at the Issue Price of S\$0.22 per Consideration Share in accordance with the terms of the SPA, be and is hereby approved; and

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- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 2 as they or each of them may in their or each of their absolute discretion deem fit in the interest of the Company.

ORDINARY RESOLUTION 3: THE PROPOSED WHITEWASH RESOLUTION

THAT subject to and contingent upon the passing of the Key Resolutions, the Independent Shareholders of the Company, hereby, on a poll taken, unconditionally and irrevocably waive their right under Rule 14 of the Singapore Code on Take-Overs and Mergers to receive a mandatory general offer from the Vendors, for all the Shares in the capital of the Company in issue not already owned, controlled or agreed to be acquired by the Vendors, as a result of the allotment and issuance of the Consideration Shares upon Completion.

ORDINARY RESOLUTION 4: THE PROPOSED ISSUANCE OF THE FA SHARES

THAT subject to and contingent upon the passing of the Key Resolutions:

- (1) the proposed allotment and issuance of 454,545 FA Shares at the Issue Price of S\$0.22 per FA Share to RHB Bank as part payment of RHB Bank's professional fees as the financial adviser to the Company in respect of the Proposed Acquisition be and is hereby approved; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 4 as they or each of them may in their or each of their absolute discretion deem fit in the interest of the Company.

ORDINARY RESOLUTION 5: THE PROPOSED ISSUANCE OF THE ARRANGER SHARES

THAT subject to and contingent upon the passing of the Key Resolutions:

- (1) the proposed allotment and issuance of 5,681,818 Arranger Shares at the Issue Price of S\$0.22 per Arranger Share to the Arranger in consideration of the Arranger's services to the Company in respect of the Proposed Acquisition be and is hereby approved; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 5 as they or each of them may in their or each of their absolute discretion deem fit in the interest of the Company.

ORDINARY RESOLUTION 6: THE PROPOSED PLACEMENT

THAT subject to and contingent upon the passing of the Key Resolutions:

- (1) the Directors be and are hereby authorised to allot and issue up to 13,650,000 Placement Shares at the Issue Price of S\$0.22 per Placement Share; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 6 as they or each of them may in their or each of their absolute discretion deem fit in the interest of the Company.

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ORDINARY RESOLUTION 7: THE PROPOSED CHANGE OF CORE BUSINESS

THAT subject to and contingent upon the passing of the Key Resolutions, approval be and is hereby granted for the Company to change the core business of the Company to the Proposed New Business:

- (1) subject to compliance with the Catalist Rules requiring approval from Shareholders in certain circumstances, the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, any such assets, businesses, investments and shares/interests in any entity that is in the Proposed New Business for the purpose of or in connection with the Proposed Change of Core Business on such terms and conditions as the Directors may deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal or to effect to this Ordinary Resolution 7; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 7 as they or each of them may in their or each of their absolute discretion deem fit in the interest of the Company.

ORDINARY RESOLUTION 8: THE PROPOSED APPOINTMENT OF TAN JIT MENG AS A PROPOSED NEW DIRECTOR

THAT subject to and contingent upon the passing of the Key Resolutions and Completion, Tan Jit Meng be and is hereby appointed as a director of the Company with effect from Completion.

ORDINARY RESOLUTION 9: THE PROPOSED APPOINTMENT OF WEE SHUO SIONG MILTON AS A PROPOSED NEW DIRECTOR

THAT subject to and contingent upon the passing of the Key Resolutions and Completion, Wee Shuo Siong Milton be and is hereby appointed as a director of the Company with effect from Completion.

ORDINARY RESOLUTION 10: THE PROPOSED APPOINTMENT OF TAN KOK HENG AS A PROPOSED NEW DIRECTOR

THAT subject to and contingent upon the passing of the Key Resolutions and Completion, Tan Kok Heng be and is hereby appointed as a director of the Company with effect from Completion.

ORDINARY RESOLUTION 11: THE PROPOSED APPOINTMENT OF LU KING SENG AS A PROPOSED NEW DIRECTOR

THAT subject to and contingent upon the passing of the Key Resolutions and Completion, Lu King Seng be and is hereby appointed as a director of the Company with effect from Completion.

ORDINARY RESOLUTION 12: THE PROPOSED NEW SHARE ISSUE MANDATE

That subject to and contingent upon the passing of the Key Resolutions and Completion, the Proposed New Share Issue Mandate be and is hereby approved and that authority be and is hereby given to each of the Directors:

- (1) pursuant to section 161 of the Companies Act and subject to and in accordance with the terms of the Constitution, to allot and issue Shares at any time and upon such terms and conditions, and to such persons as the Directors shall in their absolute discretion deem fit, provided that the aggregate number of new Shares to be issued pursuant to such authority shall not exceed 100% of the then existing issued share capital of the Company, and that the aggregate number of shares to be issued other than on a *pro rata* basis to the then existing Shareholders shall not exceed 50% of the then existing issued share capital of the Company, and, unless revoked or varied by the Shareholders at a general meeting, such authority shall continue in full force until the conclusion of the next annual general meeting or the date by which the next annual general meeting is required by law to be held, whichever is earlier; and

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- (2) to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents as may be required) as they may consider expedient or necessary to give effect to this Ordinary Resolution 12 as they or each of them may in their or each of their absolute discretion deem fit in the interest of the Company.

AS SPECIAL RESOLUTIONS

SPECIAL RESOLUTION 1: THE PROPOSED LISTING TRANSFER

That subject to and contingent upon the passing of Key Resolutions, approval be and is hereby given, pursuant to Rule 410(4) of the Catalist Rule for the Company to transfer from the Mainboard to the Catalist Board.

SPECIAL RESOLUTION 2: THE PROPOSED CHANGE OF NAME

That subject to and contingent upon the passing of the Key Resolutions and subject to the approval of the Accounting and Corporate Regulatory Authority, the Proposed Change of Name of the Company from “Fabchem China Limited” to “Lincotrade & Associates Holdings Limited” be and is hereby approved, and that the Directors be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient to give effect to this Special Resolution 2.

SPECIAL RESOLUTION 3: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

That subject to and contingent upon the passing of the Key Resolutions, the New Constitution of the Company as set out in Appendix H of this Circular be and is hereby approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution and that the Directors and each of them be and are hereby authorised to complete and do all such acts and things as they may consider necessary or expedient to give effect to this Special Resolution 3.

By Order of the Board

Wee Phui Gam
Acting Chairman and Lead Independent Director

30 June 2022

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Notes:

1. The EGM is being convened, and will be 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.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions in advance of, or live, at the EGM, addressing of substantial and relevant questions prior to, or at, the EGM and voting "live" by the Shareholders or their appointed proxy(ies) (excluding the Chairman of the EGM (as defined below)) or by appointing the Chairman of the EGM as proxy at the EGM, are set out in Sections 28 and 29 of this Circular. The Circular may be accessed at the Company's website at the URL: <https://www.fabchemchina.com>, and will also be made on SGXNET at the URL: <http://www.sgx.com/securities/company-announcements>.
3. **As a precautionary measure due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the EGM in person. Shareholders (whether individuals or corporates) who wish to exercise their voting rights at the EGM may vote "live" themselves or via their appointed proxy(ies) (excluding the Chairman of the EGM), or appoint the chairman of the EGM ("Chairman of the EGM") as their proxy to attend, speak and vote on their behalf at the EGM.** In appointing their proxy(ies), Shareholders (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the proxy(ies) (including the Chairman of the EGM if he/she is appointed as proxy) will vote or abstain from voting at his/her discretion.
4. The proxy(ies) need not be a Shareholder.
5. The instrument appointing the proxy(ies) must:
 - (a) if submitted by post, be deposited at the registered office of the Company at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - (b) if submitted electronically, be submitted via email to the Company at ir@fabchemchina.com.in either case no later than 10.00 a.m. on 20 July 2022, and in default the instrument of proxy shall not be treated as valid. Shareholders who wish to submit an instrument of proxy must first download, complete and sign the instrument of proxy, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
6. The instrument appointing the proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the proxy(ies) is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.
7. Where an instrument appointing the proxy(ies) is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be attached to the instrument of proxy, failing which the instrument may be treated as invalid.
8. In the case of shares entered in the depository register, the Company may reject an instrument of proxy if the Shareholder, being the appointor, is not shown to have shares entered against his/her/its name in the depository register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Important Reminders

Due to the constantly evolving COVID-19 situation, the Company may be required to change its EGM arrangements at short notice. Shareholders are advised to regularly check the Company's website or announcements released on SGXNET for updates on the EGM. **Further, in view of the current COVID-19 measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.**

Personal data privacy:

By (a) submitting an instrument appointing the proxy(ies) to attend, speak and vote at the EGM and or at any adjournment thereof, (b) completing the pre-registration in accordance with this Notice of EGM, or (c) submitting any question prior to the EGM in accordance with this Notice of EGM, the Shareholder consents to the collection, use and disclosure of his/her/its personal data by the Company (or its agents or service providers) for the following purposes:

- (i.) processing, administration and analysis by the Company (or its agents or service providers) of proxy forms appointing the proxy(ies) for the EGM (including any adjournment thereof);
- (ii.) processing of the pre-registration for purposes of granting access to Shareholders to the "live" webcast or "live" audio feed of the EGM proceedings and providing them with any technical assistance where necessary;
- (iii.) addressing substantial and relevant questions from Shareholders received before the EGM and if necessary, following up with the relevant Shareholders in relation to such questions;
- (iv.) preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and
- (v.) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.