

**FORELAND FABRICTECH HOLDINGS LIMITED**

(Company Registration No. 39151)  
(Incorporated in Bermuda)  
("the Company")

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be held at Orchid Room, Level 2 East Wing, Hotel Miramar Singapore, 401 Havelock Road, Singapore 169631 on Monday, 29 April 2013 at 9.00 a.m. to transact the following businesses:

**AS ORDINARY BUSINESS:-**

1. To receive and adopt the audited accounts of the Company for the financial year ended 31 December 2012 together with the reports of the Directors and the Independent Auditors, and the Statement of Directors. **(Resolution 1)**
2. To re-elect the following Directors retiring pursuant to the Bye-Laws of the Company:
  - (I) Tsoi Kin Chit [Bye-Law 104] **(Resolution 2)**
  - (II) Cheung Hanford Ho Fat [Bye-Law 107] **(Resolution 3)**
  - (III) Tan Chee Kian [Bye-Law 107] **(Resolution 4)**[See Explanatory Note (i)]
3. To approve the payment of Directors' fees of S\$150,000 for the financial year ending 31 December 2013 (31 December 2012: S\$150,000). **(Resolution 5)**
4. To re-appoint Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
5. To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS:-**

To consider and, if thought fit, to pass the following resolutions as Ordinary Resolutions:-

**6. AUTHORITY TO ALLOT AND ISSUE SHARES**

"That pursuant to the Bye-Laws of the Company and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:

- (I) allot and/or issue further shares whether by way of rights, bonus or otherwise (including shares as may be issued pursuant to any Instrument (as defined below) made or granted by the Directors while this Resolution is in force notwithstanding that the authority conferred by this Resolution may have ceased to be in force at the time of issue of such shares); and/or
- (II) make or grant offers, agreements or options (collectively referred to as "Instruments") that might or would require shares to be issued, including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, provided that:

- (a) the aggregate number of shares to be issued pursuant to such authority (including shares to be issued pursuant to any Instrument but excluding number of shares which may be issued pursuant to any Adjustment effected under any relevant Instrument) to the existing shareholders shall not exceed 20% of the issued share capital of the Company (as calculated in accordance with sub-paragraph (c) below) at the time of the passing of this resolution;
- (b) provided that the aggregate number of such shares to be issued other than on a pro rata basis in pursuance to such authority (including shares issued pursuant to any Instrument but excluding shares which may be issued pursuant to any Adjustment effected under any relevant Instrument) to the existing shareholders shall not exceed 20% of the issued share capital of the Company (as calculated in accordance with sub-paragraph (c) below) at the time of the passing of this resolution;
- (c) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraphs (a) and (b) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) of the Company at the time this Resolution is passed, after adjusting for:
  - (i) new shares arising from the conversion or exercise of any convertible securities;
  - (ii) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this Resolution is passed, provided the options or awards were granted in compliance with the provisions of the Listing Manual of the SGX-ST; and
  - (iii) any subsequent bonus issue, consolidation or subdivision of shares; and
- (d) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws of the Company; and
- (e) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law or by the Bye-Laws of the Company to be held, whichever is the earlier." **(Resolution 7)**  
[see Explanatory Note (ii)]

**7. AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE FORELAND PERFORMANCE SHARE SCHEME**

"That authority be and is hereby give to the Directors to:

- (a) grant awards in accordance with the provisions of the Foreland Performance Share Scheme ("PSS"); and
- (b) allot and issue from time to time such number of fully-paid shares in the Company as may be required to be allotted and issued pursuant to the vesting of awards under the PSS,

Provided that the aggregate number of shares to be issued pursuant to the PSS does not exceed 15% of the issued share capital of the Company from time to time." **(Resolution 8)**

[see Explanatory Note (iii)]

**8. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE FORELAND SCRIP DIVIDEND SCHEME**

"That authority be and is hereby give to the Directors to allot and issue from time to time such number of shares in the Company as may be required to be allotted and issued pursuant to the Foreland Scrip Dividend Scheme." **(Resolution 9)**

[see Explanatory Note (iv)]

BY ORDER OF THE BOARD

Chia Foon Yeow  
Company Secretary  
Singapore  
5 April 2013

**NOTES:**

- (1) With the exception of The Central Depository (Pte) Ltd. ("the Depository") who may appoint more than two proxies, a shareholder of the Company entitled to attend and vote at the above meeting who hold two or more shares is entitled to appoint no more than two proxies to attend and vote on his behalf. A proxy need not be a shareholder of the Company.
- (2) Where a form of proxy appoints more than one proxy (including the case where such appointment results from a nomination by the Depository), the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (3) A corporation which is a shareholder of the Company may authorise by resolution of its directors or other governing body such persons as it thinks fit to act as its corporate representative at the meeting.
- (4) To be valid, the instrument appointing a proxy or proxies, or nominating a proxy or proxies on behalf of the Depository together with the poser of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at the office of Singapore Share Transfer Agent, Boardroom Corporate Advisory Services Pte. Ltd., 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 not less than 48 hours before the time appointed for holding the meeting or at any adjournment thereof. Detailed instructions can be found on the Proxy Form(s).

**EXPLANATORY NOTES:**

- (i) Mr Tsoi Kin Chit will, upon re-election as a Director of the Company, remain as the Executive Chairman of the Company.  
Mr Cheung Hanford Ho Fat will, upon re-election as a Director of the Company, remain as the Chairman of the Remuneration Committee, and a member of the Audit Committee and Nominating Committee, and the Board considers him to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.  
Mr Tan Chee Kian will, upon re-election as a Director of the Company, remain as the Chairman of the Nominating Committee, and a member of the Audit Committee and Remuneration Committee, and the Board considers him to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- (ii) The proposed Resolution 7 above, if passed, will empower the Directors of the Company from the date of this Meeting until the conclusion of next Annual General Meeting, or the date by which the next Annual General Meeting is required by law or by the Bye-Laws of the Company to be held, or when varied or revoke by the Company in general meeting, whichever is the earlier, to allot and issue further shares in the Company. The maximum number of shares which the Directors may issue under this resolution shall not exceed the quantum as set out in the resolution.
- (iii) The proposed Resolution 8 above, if passed, will empower the Directors of the Company grant awards under the PSS and to allot and issue shares in the Company to the vesting of awards, Provided that the aggregate number of shares to be issued not exceed 15% of the issued share capital of the Company from time to time. The PSS was approved by the members of the Company on 7 March 2007.
- (iv) The proposed Resolution 9 above, if passed, will empower the Directors of the Company to allot and issue shares in the Company pursuant to the terms and conditions of the Foreland Scrip Dividend Scheme.