

CIRCULAR DATED 23 OCTOBER 2019

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.

If you have sold or transferred all your shares in the capital of China Sunsine Chemical Holdings Ltd. (the “**Company**”), you should immediately forward this Circular, with the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), and the SGX-ST assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.



CHINA SUNSINE CHEMICAL HOLDINGS LTD.

(Company Registration No. 200609470N)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED SHARE SPLIT OF EVERY ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY INTO TWO (2) ORDINARY SHARES

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	6 November 2019 at 3.00 p.m.
Date and time of Extraordinary General Meeting	:	8 November 2019 at 3.00 p.m.
Place of Extraordinary General Meeting	:	Indiana & Minto Room, Level 4 Raffles City Convention Centre 252 North Bridge Road Singapore 179103

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DEFINITIONS

In this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:-

“Additional Shares”	:	491,694,000 new Shares arising from the Proposed Share Split
“Board”	:	The board of Directors of the Company as at the date of this Circular
“Books Closure Date”	:	The time and date, to be determined by the Directors, at and on which the Register of Members and the share transfer books of the Company will be closed to determine the entitlements of Shareholders under the Proposed Share Split
“CDP”	:	The Central Depository (Pte) Limited
“Companies Act”	:	The Companies Act, Chapter 50, of Singapore, as amended, modified or supplemented from time to time
“Company”	:	China SunSine Chemical Holdings Ltd.
“Constitution”	:	The constitution of the Company, as amended, modified or supplemented from time to time
“Directors”	:	The Directors of the Company as at the date of this Circular
“EGM”	:	The extraordinary general meeting of the Company to be held on Friday, 8 November 2019, at Indiana & Minto Room, Level 4, Raffles City Convention Centre, 252 North Bridge Road, Singapore 179103 at 3.00 p.m. or any adjournment thereof
“EPS”	:	Earnings per Share
“FY2018”	:	Financial year ended 31 December 2018
“Group”	:	Collectively, the Company and its subsidiaries
“Latest Practicable Date”	:	11 October 2019, being the latest practicable date prior to the printing of this Circular
“Market Day”	:	A day on which the SGX-ST is open for trading in securities
“Listing Manual”	:	The listing manual of the SGX-ST, as amended from time to time
“Notice of EGM”	:	The notice of EGM dated 23 October 2019 as set out on pages 13 to 14 of this Circular
“NTA”	:	Net tangible assets
“Proposed Share Split”	:	The proposed share split of every one (1) existing Share in the capital of the Company into two (2) Shares
“Register of Members”	:	The principal register of members (duly registered holders of shares) of the Company
“Securities Account”	:	A securities account maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent

DEFINITIONS

“ Securities and Futures Act ”	:	The Securities and Futures Act, Chapter 289, of Singapore, as amended, modified or supplemented from time to time
“ SGX-ST ”	:	Singapore Exchange Securities Trading Limited
“ Shareholders ”	:	Registered holders of the Shares except where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with the Shares
“ Shares ”	:	Ordinary shares in the capital of the Company
“ Share Registrar ”	:	Tricor Barbinder Share Registration Services
“ Substantial Shareholder ”	:	A person who has an interest of not less than 5% of the issued voting shares of the Company
“ S\$ ” and “ cents ”	:	Singapore dollars and cents, respectively, being the lawful currency of the Republic of Singapore
“ % ” or “ per cent. ”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

The term “**subsidiaries**” shall have the meaning ascribed to it in Section 5 of the Companies Act.

The term “**treasury shares**” shall have the meaning ascribed to it in the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations and limited liability partnerships.

Any reference in this Circular to any enactment is a reference to that enactment for the time being amended or re-enacted. Any term defined under the Companies Act, Securities and Futures Act, the Listing Manual or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, Securities and Futures Act, the Listing Manual or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day in this Circular shall be a reference to Singapore time, unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts and totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

CHINA SUNSINE CHEMICAL HOLDINGS LTD.

(Company Registration No. 200609470N)
(Incorporated in the Republic of Singapore)

Board of Directors:

Xu Cheng Qiu	Executive Chairman
Liu Jing Fu	Executive Director and Chief Executive Officer
Xu Jun	Executive Director
Xu Xian Lei	Executive Director
Lim Heng Chong Benny	Lead Independent Director
Xu Chun Hua	Independent Director
Koh Choon Kong	Independent Director
Tan Lye Heng Paul	Independent Director
Yan Tang Feng	Independent Director

Registered Office:

112 Robinson Road
#11-01
Singapore 068902

23 October 2019

**To: The Shareholders of
China Sunsine Chemical Holdings Ltd. (the “Company”)**

Dear Sir / Madam

THE PROPOSED SHARE SPLIT OF EVERY ONE (1) EXISTING ORDINARY SHARE IN THE CAPITAL OF THE COMPANY INTO TWO (2) ORDINARY SHARES

1 INTRODUCTION

- 1.1 On 20 September 2019, the Company announced the Proposed Share Split of every one (1) existing Share held by the Shareholders on the Books Closure Date into two (2) Shares, the completion of which (based on the share capital of the Company as at the Latest Practicable Date) will result in the Company having an issued and paid-up share capital of S\$65,192,360.00 comprising 983,388,000 Shares.
- 1.2 The purpose of this Circular is to explain to the Shareholders the rationale for and to provide information relating to the Proposed Share Split, and to seek Shareholders' approval for the Proposed Share Split at the EGM.
- 1.3 The SGX-ST takes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this Circular.

2 THE PROPOSED SHARE SPLIT

2.1 Terms of the Proposed Share Split

The Company proposes a share split of every one (1) existing Share into two (2) Shares. As at the Latest Practicable Date, the Company has an issued and paid-up share capital of S\$65,192,360.00 comprising 491,694,000 Shares (including 3,469,300 treasury shares).

Upon completion of the Proposed Share Split, assuming there is no change in the number of issued Shares from the Latest Practicable Date up to the completion of the Proposed Share Split, an additional 491,694,000 Shares (“**Additional Shares**”) will be allotted and issued, and the Company will have an issued and paid-up share capital of S\$65,192,360.00 comprising 983,388,000 Shares (including 6,938,600 treasury shares).

LETTER TO SHAREHOLDERS

Shareholders are not required to make any payment to the Company in respect of the Proposed Share Split. All Shares after the Proposed Share Split shall rank *pari passu* with one another.

2.2 Rationale for the Proposed Share Split

The Directors believe that the Proposed Share Split is beneficial to the Company and its Shareholders for the following reasons:

2.2.1 *Reduced price of each Share and increased market liquidity of the Shares*

Following the Proposed Share Split, the price of each Share will be reduced which, in turn, will make the Shares more affordable to investors, thus encouraging greater participation by, as well as providing greater trading flexibility in terms of the size of the trades to, investors with different investment profiles. Furthermore, the reduced price of each board lot of Shares will make the Shares more accessible and attractive to both existing and potential investors, thus enhancing the trading liquidity of the Shares over time.

2.2.2 *Broaden the base of Shareholders*

The number of Shareholders after the Proposed Share Split may increase with the increase in the number of Shares available for trading purposes. As such, the Proposed Share Split may broaden the Shareholder base of the Company by improving accessibility of investment in the Company to new investors.

For illustration purposes only and assuming that the Proposed Share Split had been completed on the Latest Practicable Date, the theoretical price for the Shares traded after the Proposed Share Split would be S\$0.55 (based on the volume weighted average price of each Share for trades done on the Main Board of the SGX-ST on the Latest Practicable Date of S\$1.11).

Shareholders should, however, note that there can be no assurance that the intended effect mentioned above can be achieved as a result of the Proposed Share Split, nor can there be any assurance that such a result can be sustained in the longer term. Shareholders should also note that there can be no assurance that the market price of the Shares after the completion of the Proposed Share Split would be equal to or higher than the theoretical price following the Proposed Share Split.

2.3 Conditions for the Proposed Share Split

The Proposed Share Split is subject to approval from Shareholders by way of an ordinary resolution at the EGM and the approval-in-principle of the SGX-ST for the listing and quotation of the Additional Shares on the SGX-ST.

The Company had on 30 September 2019 received the approval-in-principle of the SGX-ST for the listing and quotation of the Additional Shares on the SGX-ST, subject to the following conditions:-

- (a) Shareholders' approval being obtained at the EGM for the Proposed Share Split; and
- (b) compliance with the SGX-ST's listing requirements.

The approval-in-principle of the SGX-ST is not to be taken as an indication of the merits of the Proposed Share Split, the Additional Shares arising from the Proposed Share Split, the Company, its subsidiaries and their securities.

LETTER TO SHAREHOLDERS

3 FINANCIAL EFFECTS OF THE PROPOSED SHARE SPLIT

3.1 Share Capital

For illustration purposes only, the financial effects of the Proposed Share Split on the Company's issued and paid-up share capital, based on the audited consolidated financial statements of the Group for FY2018, are set out below:-

	Before the Proposed Share Split	After the Proposed Share Split
Share capital	S\$65,192,360.00	S\$65,192,360.00
Number of Shares (excluding treasury shares)	488,224,700	976,449,400
Treasury shares	3,469,300	6,938,600

3.2 NTA

For illustration purposes only, the financial effects of the Proposed Share Split on the Group's NTA, based on the latest audited consolidated financial statements of the Group for FY2018 and assuming that the Proposed Share Split had been completed on 31 December 2018, are set out below:-

	Before the Proposed Share Split	After the Proposed Share Split
NTA	S\$540.8 million	S\$540.8 million
Number of Shares (excluding treasury shares)	488,224,700	976,449,400
NTA per Share (Singapore cents)	1.11	0.55

3.3 EPS

For illustration purposes only, the financial effects of the Proposed Share Split on the EPS of the Group, based on the latest audited consolidated financial statements of the Group for FY2018 and assuming that the Proposed Share Split had been completed on 1 January 2018, are set out below:-

	Before the Proposed Share Split	After the Proposed Share Split
Profits attributable to Shareholders (after minority interests)	S\$130.8 million	S\$130.8 million
Number of Shares (excluding treasury shares)	488,224,700	976,449,400
EPS (Singapore cents)	0.27	0.13

3.4 Gearing

The Proposed Share Split will not have any effect on the gearing of the Group.

3.5 Dividends

In respect of FY2018, the Company declared and paid a final (one-tier tax exempt) dividend of 5.5 cents per Share.

The Directors are of the opinion that the Proposed Share Split will not have any effect on the ability of the Company to make dividend payment, subject to various factors, including but not limited to, the Group's financial performance, cash flows, financial position, expansion and working capital requirements, and the Group's future plans. However, the Directors do not expect that the Company will maintain the same quantum of dividend declared and paid in FY2018, as the

LETTER TO SHAREHOLDERS

Directors do not expect the Company to repeat the same set of extremely good results achieved in FY2018, for FY2019 based on the Group's financial results released up to the period ended 30 June 2019.

3.6 Theoretical Price of the Proposed Split Shares

Based on the daily weighted average price per Share of S\$1.11 for trades done for the period commencing one (1) month prior to the Latest Practicable Date, the theoretical Share price after the Proposed Share Split will be S\$0.55. Shareholders should note that there can be no assurance that the price of the Shares would be equal to or higher than the theoretical price of S\$0.55 after the Proposed Share Split.

4 PROCEDURES FOR THE PROPOSED SHARE SPLIT

Persons registered in the Register of Members and Depositors whose Securities Accounts are credited with Shares as at the Books Closure Date will be included for the purpose of the Proposed Share Split on the basis of the number of such Shares registered in their names or standing to the credit of their Securities Accounts as at the Books Closure Date.

The Books Closure Date for the purpose of determining the Shareholders' entitlements under the Proposed Share Split will be announced by the Company in due course.

4.1 Deposit of Share Certificates with CDP

Shareholders who hold physical share certificate(s) for the Shares in their own names ("**Existing Share Certificates**") and who wish to deposit the same with CDP and have their Additional Shares (after the Proposed Share Split) credited to their Securities Accounts maintained with CDP, must deposit their Existing Share Certificates, together with the duly executed instruments of transfer in favour of CDP, not later than twelve (12) Market Days prior to the Books Closure Date.

After the Books Closure Date, CDP will only accept for deposit physical share certificates reflecting the number of Shares after the Proposed Share Split in their own names ("**New Share Certificates**"). Shareholders who wish to deposit their physical share certificates with CDP after the Books Closure Date must first deliver their Existing Share Certificates to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road, #11-02, Singapore 068898, for cancellation and issue of the New Share Certificates in replacement thereof as described below.

The New Share Certificates will then be sent by ordinary mail to the registered addresses of the Shareholders at their own risk within ten (10) Market Days from the date of receipt of the Existing Share Certificates. Upon receipt of the New Share Certificates, Shareholders may then proceed to deposit these New Share Certificates with CDP.

4.2 Shareholders' entitlement and New Share Certificates

Depositors whose Securities Accounts are credited with Shares as at the Books Closure Date will be attributed the number of Shares pursuant to the Proposed Share Split based on the number of Shares standing to the credit of their Securities Accounts as at the Books Closure Date.

Shareholders who have not deposited their Existing Share Certificates as aforesaid or who do not wish to deposit their Existing Share Certificates with CDP are advised to forward all their Existing Share Certificates to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02, Singapore 068898, as soon as possible after the EGM for cancellation and exchange for the New Share Certificates.

New Share Certificates to be issued pursuant to the Proposed Share Split will be sent within ten (10) Market Days of the Books Closure Date to:

- (a) Shareholders who are Depositors, by sending the same to CDP; and

LETTER TO SHAREHOLDERS

- (b) Shareholders who are not Depositors, by ordinary post at their respective addresses shown in the Register of Members or in the case of joint holders, to the first named holder at this registered address, at the sole risk of the holders.

No receipt will be issued by the Share Registrar for the physical share certificates tendered.

Shareholders who hold physical share certificates are reminded that their Existing Share Certificates are no longer good for settlement of trading in the Shares on the SGX-ST (as the Company is under a book-entry (scripless) settlement system) but will continue to be accepted for cancellation and issue of New Share Certificates in replacement thereof for an indefinite period by the Share Registrar. The Existing Share Certificates and the New Share Certificates will not be valid for delivery pursuant to trades done on the SGX-ST although they will continue to be *prima facie* evidence of legal title.

Shareholders who have lost any of their Existing Share Certificates or whose addresses have been changed from those reflected in the Register of Members should notify the Share Registrar immediately.

Shareholders being Depositors whose addresses have been changed from those reflected with CDP should notify CDP immediately.

4.3 Trading of Shares arising from the Proposed Share Split

Trading of the Shares (on a post-split basis) will commence prior to the Books Closure Date on account of the fact that trades on the SGX-ST are settled on a “T+2” settlement cycle, that is, a purchase or sale of Shares on a particular day (T) will be settled two (2) Market Days later (T+2).

Accordingly, for trading purposes:

- (a) trading in the Shares (on a pre-split basis) will cease at 5.00 p.m. on the day falling two (2) Market Days before the Books Closure Date (“**Cessation Date**”); and
- (b) trading in the Shares (on a post-split basis) will commence from 9.00 a.m. on the day falling one (1) Market Day before the Books Closure Date (the “**Effective Trading Date**”).

The Cessation Date and the Effective Trading Date will be announced in due course.

For the purpose of trading on the SGX-ST following the Proposed Share Split, each board lot of Shares will comprise 100 Shares. Shareholders who hold odd lots of Shares (that is, lots other than board lots of 100 Shares) and who wish to trade in odd lots on the SGX-ST are able to trade odd lots of Shares in board lots of one Share on the Unit Share Market. The Company notes that the Proposed Share Split will not result in odd lots.

LETTER TO SHAREHOLDERS

5 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

5.1 Interests of Directors

The interests of the Directors in the Shares, as recorded in the Register of the Directors' shareholdings as at the Latest Practicable Date, are set out below:-

	Direct Interest	Number of Shares Deemed Interest	Total Interest	Total Percentage Interest % ⁽¹⁾
Xu Cheng Qiu	–	296,511,550 ⁽²⁾⁽³⁾	296,511,550	60.73%
Liu Jing Fu	720,000	–	720,000	0.15%
Xu Jun	–	–	–	–
Xu Xian Lei	2,406,600	–	2,406,600	0.49%
Lim Heng Chong Benny	100,000	–	100,000	0.02%
Xu Chun Hua	–	–	–	–
Koh Choon Kong	950,000	3,276,000 ⁽⁴⁾	4,226,000	0.87%
Tan Lye Heng Paul	200,000	–	200,000	0.04%
Yan Tang Feng	–	946,000 ⁽⁵⁾	946,000	0.19%

Notes:

- (1) Based on 488,224,700 issued Shares (excluding treasury shares) as at the Latest Practicable Date.
- (2) Mr Xu Cheng Qiu is deemed to be interested in the 2,869,000 Shares held by the nominees, UOB Kay Hian Pte Ltd.
- (3) Mr Xu Cheng Qiu is deemed to be interested in the 293,642,550 Shares held by Success More Group Limited, by virtue of Section 7 of the Companies Act.
- (4) Mr Koh Choon Kong is deemed to be interested in the 3,276,000 Shares held by the nominees, DBS Nominees (Private) Limited.
- (5) Mr Yan Tang Feng is deemed to be interested in the 946,000 Shares held by the nominees, DBS Nominees (Private) Limited.

5.2 Interests of Substantial Shareholders

The interests of the Substantial Shareholders in the Shares, as recorded in the Register of Substantial Shareholders as at the Latest Practicable Date, are set out below:-

	Direct Interest	Number of Shares Deemed Interest	Total Percentage Interest ⁽¹⁾
Success More Group Limited		293,642,550	– 60.14%

Note:

- (1) Based on 488,224,700 issued Shares (excluding treasury shares) as at the Latest Practicable Date.

5.3 Interests in the Proposed Share Split

Save as disclosed above, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Share Split, other than through their respective shareholdings in the Company.

6 CLOSURE OF BOOKS

The Books Closure Date will be announced by the Company in due course.

LETTER TO SHAREHOLDERS

7 EGM

The EGM, notice of which is set out on pages 13 to 14 of this Circular, will be held at Indiana & Minto Room, Level 4, Raffles City Convention Centre, 252 North Bridge Road, Singapore 179103 on Friday, 8 November 2019, at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution set out in the Notice of EGM.

8 ACTIONS TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote in his place or on his behalf, he should complete, sign and return the proxy form appended in this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company at 112 Robinson Road #11-01 Singapore 068902 not less than 48 hours before the time appointed for holding the EGM.

The completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM if he subsequently wishes to do so. In such an event, the Proxy Form shall be deemed to be revoked.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote at the EGM unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP at least 72 hours before the EGM.

9 DIRECTORS' RECOMMENDATIONS

Having fully considered the rationale for the Proposed Share Split as set out in Section 2.2 of this Circular, the Directors are of the opinion that the Proposed Share Split is in the best interests of the Company and its Shareholders. Accordingly, they recommend that the Shareholders vote in favour of the ordinary resolution relating to the Proposed Share Split as set out in the Notice of EGM at the EGM.

The Directors, in rendering their recommendation, have not had regard to the specific investment objectives, financial situation, tax position and/or unique needs and constraints of any Shareholder. As different Shareholders would have different investment objectives, the Directors recommend that any individual Shareholder who may require specific advice in relation to the Proposed Share Split should consult his stockbroker, bank manager, solicitor, accountant or other professional advisers.

10 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm, after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Share Split, and the Company and its subsidiaries which are relevant to the Proposed Share Split, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

LETTER TO SHAREHOLDERS

11 INSPECTION OF DOCUMENTS

Copies of the following documents are available for inspection at the registered office of the Company at 112 Robinson Road, #11-01, Singapore 068902 during normal business hours from the date of this Circular up to the date of the EGM:-

- (a) the Constitution of the Company;
- (b) the FY2018 Annual Report of the Company; and
- (c) the announcement made by the Company dated 20 September 2019 in respect of the Proposed Share Split.

Yours faithfully
for and on behalf of the Board of Directors of
CHINA SUNSINE CHEMICAL HOLDINGS LTD.

Xu Cheng Qiu
Executive Chairman

23 October 2019

NOTICE OF EXTRAORDINARY GENERAL MEETING

CHINA SUNSINE CHEMICAL HOLDINGS LTD.

(Company Registration No. 200609470N)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of the shareholders of China Sunsine Chemical Holdings Ltd. (the “**Company**”) will be held at Indiana & Minto Room, Level 4, Raffles City Convention Centre, 252 North Bridge Road, Singapore 179103 on Friday, 8 November 2019, at 3.00 p.m. (“**EGM**”) for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution as set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in this Circular to shareholders of the Company dated 23 October 2019.

ORDINARY RESOLUTION - PROPOSED SHARE SPLIT OF EVERY ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY INTO TWO (2) ORDINARY SHARES (“PROPOSED SHARE SPLIT”)

That:

- (a) on and with effect from the Books Closure Date to be determined by the Directors of the Company, every one (1) existing ordinary share in the capital of the Company be sub-divided into two (2) ordinary shares in the capital of the Company; and
- (b) the Directors of the Company and each of them be and are hereby authorised and empowered to do all acts and things as they or he may consider necessary or expedient to give effect to the Proposed Share Split, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company and, to the extent that any of the foregoing have been done, that they be and are hereby adopted, confirmed and ratified.

BY ORDER OF THE BOARD

TONG YIPING
DAI LINGNA
Joint Company Secretaries

Singapore, 23 October 2019

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTES:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Extraordinary General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Extraordinary General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Act.

2. A proxy need not be a member of the Company.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 112 Robinson Road, #11-01, Singapore 068902 not less than 48 hours before the time fixed for the Extraordinary General Meeting or any adjournment thereof.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

PROXY FORM

CHINA SUNSINE CHEMICAL HOLDINGS LTD.

(Company Registration No. 200609470N)
(Incorporated in the Republic of Singapore)

PROXY FORM EXTRAORDINARY GENERAL MEETING

IMPORTANT:

1. A relevant intermediary may appoint more than two proxies to attend the EGM and vote (please see Notes 3 and 4).
2. For CPF/SRS investors who have used their CPF/SRS monies to buy the Company's shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
3. CPF/SRS Investors are requested to contact their respective Agent Banks/SRS operators for any queries they may have with regard to their appointment as proxies or the appointment of their Agent Banks as proxies for the EGM.

I/We, _____ (Name)

_____ (NRIC No. /Passport No. /Company Registration No.)

of _____ (Address)

being a member/members of CHINA SUNSINE CHEMICAL HOLDINGS LTD. (the "Company"), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings (%)

or failing the person/persons, the Chairman of the Meeting as my/our proxy/proxies to vote for me/us on my/our behalf, at the Extraordinary General Meeting of the Company, to be held at Indiana & Minto Room, Level 4, Raffles City Convention Centre, 252 North Bridge Road, Singapore 179103 on Friday, 8 November 2019, at 3.00 p.m. ("EGM"), and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the ordinary resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will determine on any other matter arising at the EGM and at any adjournment thereof.

Ordinary Resolution	* No. of Votes "For"	* No. of Votes "Against"
To approve the Proposed Share Split		

* Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick (✓) within the relevant box provided. Alternatively, if you wish to exercise your votes both "For" and "Against" the relevant resolution, please insert the relevant number of shares in the boxes provided.

Dated this _____ day of _____ 2019

TOTAL NUMBER OF SHARES HELD IN:

(a) CDP Register	
(b) Register of Members	

Signature(s) of Member(s) or Common Seal



PROXY FORM

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Cap. 289)), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. A member of the Company who is not a relevant intermediary (as defined in Note 4 below) shall be entitled to appoint not more than two proxies to attend, speak and vote at the EGM in his stead.
3. A member of the Company who is a relevant intermediary (as defined in Note 4 below) is entitled to appoint more than two proxies to attend, speak and vote at the EGM in his stead, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him.
4. Pursuant to Section 181 of the Companies Act (Cap. 50), a "relevant intermediary" means:-
 - (a) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (c) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
5. A proxy need not be a member of the Company. Where a member (other than a relevant intermediary) appoints more than one proxy, the proportion of the shareholding to be represented by each proxy shall be specified in this proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as alternate to the first named or at the Company's option to treat this proxy form as invalid.
6. This Proxy Form must be under the hand of the appointer or by his attorney duly authorised in writing. Where the member is a corporation, the instrument appointing the proxy or proxies must be executed under its seal or the hand of its attorney or duly authorised officer.
7. This Proxy Form must be deposited at the registered office of the Company at 112 Robinson Road, #11-01, Singapore 068902 not less than 48 hours before the time appointed for holding the above EGM.
8. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his 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.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 23 October 2019.