



SUNVIC CHEMICAL HOLDINGS LIMITED
(Company Registration No. 200406502E)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Orchard Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 on Wednesday, 30 April 2014 at 10:00 a.m. to transact the following businesses:—

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 December 2013 and the Reports of the Directors and the Auditors thereon. **(Resolution 1)**
2. To re-elect the following directors who are retiring in accordance with the Company's Articles of Association:
(a) Mr Zhu Wuling (Retiring under Article 89) **(Resolution 2)**
(b) Mr Yang Guoqiang (Retiring under Article 89) **(Resolution 3)**
(c) Mr Siow Chee Keong (Retiring under Article 89) **(Resolution 4)**
Mr Siow Chee Keong upon re-election as a Director of the Company, remains as Chairman of the Audit Committee and a member of Nominating Committee and Remuneration Committee. Mr Siow Chee Keong will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").
3. To re-appoint Foo Kon Tan Grant Thornton LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**
4. To approve the payment of Directors' fees of S\$200,500 for the financial year ended 31 December 2013. **(Resolution 6)**

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:—

5. Authority to allot and issue new shares

- (i) "That, pursuant to Section 161 of the Companies Act, Cap. 50 (the "Acts") and the listing rules of the SGX-ST, authority be and is hereby given to the Directors of the Company to:
(a) issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
(b) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) 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; and
(ii) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
(a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) (the "Share Issues") shall not exceed 50 per cent (50%) of the Company's total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 20 per cent (20%) of the Company's total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (b) below);
(b) (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-paragraph (i) above, the percentage of issued Shares (excluding treasury shares) shall be based on the Company's total number of issued Shares (excluding treasury shares) at the time this Resolution is passed, after adjusting for:
(A) new Shares arising from the conversion or exercise of any convertible securities;
(B) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time that this Resolution is passed; and
(C) any subsequent bonus issue, consolidation or subdivision of Shares;
(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Articles of Association for the time being of the Company; and
(iv) such authority shall, unless revoked or varied by the Company in General Meeting, 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 to be held, whichever is earlier."

[See Explanatory Note 1]

6. Approval for the renewal of Shareholders' Mandate for the Company to buy-back its own shares

(Resolution 8)

- "That:—
- (a) for the purposes of Sections 76C and 76E of the Companies Act, Chapter 50 (the "Companies Act"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire ordinary shares in the capital of the Company ("Shares") not exceeding in aggregate the Maximum Percentage (as hereafter defined), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:—
 - (i) on-market purchase(s) on the Singapore Exchange Securities Trading Limited ("SGX-ST"); and/or
 - (ii) off-market purchase(s) (if effected other than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act, and otherwise in accordance with all laws, regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buy-Back Mandate");
 - (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:—
 - (i) the date of the next annual general meeting of the Company; or
 - (ii) the date by which the next annual general meeting of the Company is required by law to be held; or
 - (iii) the time when the Share Buy-Back Mandate is revoked or varied by the Shareholders of the Company in general meeting.
 - (c) in this Resolution:—

"Maximum Percentage" means the number of Shares representing ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of the passing of this Resolution; and

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commissions, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed:—

 - (i) in the case of a market purchase, one hundred and five per cent. (105%) of the average closing market price. For this purpose, the average closing market price is the average of the closing market prices of the Shares transacted on the SGX-ST over the last five (5) market days (on which transactions in the Shares are recorded) immediately preceding the date of the market purchase by the Company and deemed to be adjusted in accordance with the listing rules of the SGX-ST for any corporate action which occurs after the relevant five (5) day period; and
 - (ii) in the case of an off-market purchase, one hundred and twenty per cent. (120%) of the highest price a Share is transacted on the SGX-ST on the market day (when transactions in the Shares are recorded) immediately preceding the date on which the Company announces an off-market purchase offer stating the purchase price and the relevant terms of the equal access scheme.
 - (d) The Directors of the Company be and are hereby authorised to take all necessary steps and to negotiate, finalise and enter into all transactions, arrangements and agreements and to execute all such documents (including but not limited to the execution of application forms and transfers) with full and discretionary powers to make or assent to any modifications or amendments thereto in any manner they may deem necessary, expedient, incidental or in the interests of the Company and the Group for the purposes of giving effect to this Resolution and the transactions contemplated thereunder.

[See Explanatory Note 2]

7. Approval for the renewal of Shareholders' Mandate for Interested Person Transactions

(Resolution 9)

- "That:—
- (a) the approval be and is hereby given for the purpose of Chapter 9 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), for the Company and its subsidiaries or any of them to enter into transactions with Mr Sun Liping and his Associates (as defined in the Listing Manual) (the "Interested Persons") for:
 - (i) the sale of the Group's products to Interested Persons;
 - (ii) the provision and obtaining of processing services for raw materials to/from Interested Persons; and
 - (iii) the purchase of propylene and steam from Interested Persons, provided that such transactions are carried out on an arm's length basis and on normal commercial terms and are not prejudicial to the interests of the Company and any of its minority shareholders (the "Shareholders' Mandate").
 - (b) the Shareholders' Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.
 - (c) the Directors of the Company be and are hereby authorised to do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to this Resolution."

[See Explanatory Note 3]

8. To transact any other business of which due notice shall have been given.

By Order of the Board

Teo Meng Keong

Company Secretary

15 April 2014

Singapore

Explanatory Notes:

1. Ordinary Resolution 7, if passed, will authorise the Directors of the Company to, from the date of the passing of Ordinary Resolution 7 to the date of the next Annual General Meeting, issue Shares and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an amount not exceeding in total 50 per cent (50%) of the total number of issued Shares (excluding treasury shares), with a sub-limit of 20 per cent (20%) of the total number of issued Shares (excluding treasury shares) for issues other than on a pro-rata basis to existing shareholders of the Company. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) in the capital of the Company at the time that Ordinary Resolution 7 is passed, after adjusting for:—
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time that Ordinary Resolution 7 is passed; and
 - (c) any subsequent bonus issue, consolidation or sub-division of Shares.In exercising the authority conferred by Ordinary Resolution 7, the Company shall comply with the requirements of the SGX-ST (unless waived by the SGX-ST), all applicable legal requirements and the Company's Articles of Association. This authority, will, unless revoked or varied at a general meeting, expire at 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 to be held, whichever is the earlier.
2. The Ordinary Resolution 8 proposed in item 6 above, if passed, renews the Share Buy-Back Mandate authorising the Directors of the Company to buy back shares of the Company by way of on-market purchase(s) and/or off-market purchase(s) according to prescribed rules and regulations governed by the Companies Act and the Listing Manual of the SGX-ST.
3. The Ordinary Resolution 9 proposed in item 7 above, if passed, renews the Interested Person Transactions ("IPT") Mandate authorising the Directors of the Company to enter into certain interested person transactions with persons who are considered "interested persons" (as defined in Chapter 9 of the Listing Manual of the SGX-ST). The Audit Committee of the Company has confirmed that the methods and review procedures for determining the IPT prices have not changed since the Company's Annual General Meeting held on 30 April 2013 and that such methods and review procedures are sufficient to ensure that the IPT will be carried out on normal commercial terms and will not be prejudicial to the interest of the Company and/or its minority shareholders.

Notes:

1. A member of the Company entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote in his stead.
2. A proxy need not be a member of the Company.
3. If the member is a corporation, the instrument appointing a proxy or proxies must be executed under seal or the hand of an attorney duly authorised in writing or a duly authorised officer of that corporation.
4. The instrument appointing a proxy or proxies must be deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services, situated at 80 Robinson Road #02-00 Singapore 068898, not less than 48 hours before the time appointed for the holding of the General Meeting.