



CHINA SKY CHEMICAL FIBRE CO., LTD.
(Incorporated in the Cayman Islands)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CHINA SKY CHEMICAL FIBRE CO., LTD. will be held at Raffles City Convention Centre, Level 4, Orchard Room, 80 Bras Basah Road, Singapore 189560 on Tuesday, 22 April 2014 at 9.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS:-

1. To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 December 2011 together with the Auditors' Report thereon. **(Resolution 1)**
2. To approve payment to the Directors of Directors' fees of S\$ 34,250 accrued for the financial year ended 31 December 2012 **(Resolution 2)**
3. To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 December 2012 together with the Auditors' Report thereon. **(Resolution 3)**
4. To approve payment to the Directors of Directors' fees of S\$ 137,000 accrued for the financial year ended 31 December 2013 **(Resolution 4)**
5. To receive and adopt the Directors' Report and the Audited Accounts for the financial year ended 31 December 2013 together with the Auditors' Report thereon. **(Resolution 5)**
6. To approve payment to the Directors of Directors' fees of S\$ 137,000 for the financial year ending 31 December 2014 **(Resolution 6)**
7. To re-elect the following Directors retiring pursuant to Article 86(1) of the Company's Articles of Association:-
 - (a) Mr Song Jian Sheng **[see Explanatory Note (i)]** **(Resolution 7)**
 - (b) Mr Wang Zhi Wei **[see Explanatory Note (ii)]** **(Resolution 8)**
8. To re-elect the following Directors retiring pursuant to Article 85(6) of the Company's Articles of Association:-
 - (a) Mr Er Kwong Wah **[see Explanatory Note (iii)]** **(Resolution 9)**
 - (b) Mr Ling Yew Kong **[see Explanatory Note (iv)]** **(Resolution 10)**
 - (c) Mr Tan Yew Chee William **[see Explanatory Note (v)]** **(Resolution 11)**
9. To re-appoint Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 12)**
10. 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, with or without any modifications:-

11. Authority to issue shares

"That pursuant to the Articles of Association and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-

- (a) (i) allot and issue shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise); and/or
- (ii) 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 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
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force):
 - (i) issue additional instruments as adjustments in accordance with the terms and conditions of the Instruments made or granted by the Directors while this Resolution was in force; and
 - (ii) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution was in force or such additional Instruments in (b)(i) above,

provided that:

- (1) 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) does not exceed 50% of the total number of issued Shares (excluding treasury shares, if any) at the time of the passing of this Resolution (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares issued other than on a pro rata basis to existing shareholders (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed 20% of the Company's total number of issued Shares (excluding treasury shares, if any) (as calculated in accordance with sub-paragraph (2) below); and
 - (2) (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 (1) above, the total number of issued Shares (excluding treasury shares, if any) shall be calculated based on the total number of issued Shares (excluding treasury shares, if any) at the time of the passing of this Resolution, after adjusting for:-
 - (a) new Shares arising from the conversion or exercise of convertible securities;
 - (b) new Shares arising from the exercise of 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 Part VIII of Chapter 8 of the SGX-ST Listing Manual; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the listing rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association for the time being of the Company; and
 - (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution 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 to be held, whichever is the earlier
- [See Explanatory Note (vi)]** **(Resolution 13)**

BY ORDER OF THE BOARD

TAN CHEE HOW
Company Secretary
Singapore
7 April 2014

EXPLANATORY NOTES:

- (i) Mr Song Jian Sheng if re-elected, will remain as Executive Director of the Company. Save as disclosed herein, Mr Song Jian Sheng does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012). The detailed information of Mr Song Jian Sheng can be found under the section entitled 'Board of Directors' and page 6 of the Annual Report.
- (ii) Mr Wang Zhi Wei, if re-elected, will remain as Non-Executive Chairman, member of Audit Committee, Remuneration Committee and Nominating Committee of the Company. Save as disclosed herein, Mr Wang Zhi Wei does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012). The detailed information of Mr Wang Zhi Wei can be found under the section entitled 'Board of Directors' and page 6 of the Annual Report.
- (iii) Mr Ling Yew Kong, if re-elected, will remain as Chief Executive Officer and Executive Director of the Company. Save as disclosed herein, Mr Ling Yew Kong does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012). The detailed information of Mr Ling Yew Kong can be found under the section entitled 'Board of Directors' and page 6 of the Annual Report.
- (iv) Mr Er Kwong Wah, if re-elected, will remain as Chairman of the Company's Audit Committee, Remuneration Committee and Member of Nominating Committee. Mr Er Kwong Wah will be considered as an independent director of the Company. Save as disclosed herein, Mr Er Kwong Wah does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012). The detailed information of Mr Er Kwong Wah can be found under the section entitled 'Board of Directors' and page 6 of the Annual Report.
- (v) Mr Tan Yew Chee William, if re-elected, will remain as Member of the Company's Audit Committee, Remuneration Committee and Chairman of Nominating Committee. Mr Tan Yew Chee William will be considered as an independent director of the Company. Save as disclosed herein, Mr Tan Yew Chee William does not have any relationships including immediate family relationships between himself and the Directors, the Company and its 10% shareholders (as defined in the Singapore Code of Corporate Governance 2012). The detailed information of Mr Tan Yew Chee William can be found under the section entitled 'Board of Directors' and page 6 of the Annual Report.
- (vi) The Ordinary Resolution 13 proposed in item 11 above, if passed, will empower the Directors of the Company from the date of the above Meeting until 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, to allot and issue shares and convertible securities in the Company up to an amount not exceeding in total fifty per cent (50%) of the total number of issued shares excluding treasury shares of the Company for such purposes as they consider would be in the interest of the Company, provided that the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders pursuant to this Resolution shall not exceed twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company. The percentage of 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 the proposed Ordinary Resolution is passed after adjusting for (a) new shares arising from the conversion or exercise of convertible securities or exercise of share options or vesting of awards outstanding or subsisting at the time the proposed Ordinary Resolution is passed and (b) any subsequent bonus issue, consolidation or subdivision of shares. This authority will, unless previously revoked or varied at a General Meeting, expire at the next Annual General Meeting of the Company.

NOTES:

1. If a Depositor wishes to appoint a proxy/proxies, then the Proxy Form must be deposited at the office of the Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.) at 80 Robinson Road, #02-00 Singapore 068898, at least forty-eight (48) hours before the time of the Meeting.