

## NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of SINOSTAR PEC HOLDINGS LIMITED (the "**Company**") will be held at 6 Raffles Boulevard, Room Vanda 5, Level 6, Marina Mandarin Singapore, Singapore 039594 on 16 July 2014 at 9.30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolutions:

*Unless otherwise defined, all terms defined in this Notice of EGM shall have the same meanings as those defined or construed in the circular dated 1 July 2014 (the "**Circular**") issued by the Company to the Shareholders.*

### **ORDINARY RESOLUTION 1 - THE PROPOSED ACQUISITION OF THE SALE ASSETS FROM DONGMING RUNCHANG PETROCHEMICAL CO., LTD.**

THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 2, approval be and is hereby given:

- (a) for the Proposed Acquisition on the terms and subject to the conditions set out in the Asset Sale Agreement; and

for the Directors of the Company and each of them to be authorized to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purpose of completing the Proposed Acquisition and/or the transactions contemplated by this resolution.

### **ORDINARY RESOLUTION 2 - THE PROPOSED DISPOSAL OF 51% OF THE EQUITY INTEREST AND REGISTERED CAPITAL OF DONGMING RUNCHANG PETROCHEMICAL CO., LTD. TO HEZE LONG DING INVESTMENT LIMITED**

THAT CONTINGENT ON THE PASSING OF ORDINARY RESOLUTION 1, approval be and is hereby given:

- (a) for the Proposed Disposal on the terms and subject to the conditions set out in the Share Sale Agreement;

- (b) for the entry into a deed of assignment for the assignment of the Remaining Outstanding Loan to HLDIL; and

- (c) for the Directors of the Company and each of them to be authorized to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purpose of completing the Proposed Disposal and/or the transactions contemplated by this resolution.

### **ORDINARY RESOLUTION 3 - THE PROPOSED ADOPTION OF A SHAREHOLDERS' MANDATE FOR THE INTERESTED PERSON TRANSACTIONS (INCLUDING THE NEW EXCLUSIVE SUPPLY AGREEMENT AND THE NEW PUBLIC WORK COOPERATION AGREEMENT)**

That:

- (a) approval be and is hereby given for the purposes of Chapter 9 of the Listing Manual ("**Chapter 9**") of the Singapore Exchange Securities Trading Limited, in particular for the purposes of Rule 920 of the Listing Manual in relation to a general mandate from the Shareholders, for the Company, its subsidiaries and associated companies that are entities at risk (as that term is used in Chapter 9), or any of them, to enter into any of the Interested Person Transactions provided that such transactions are made on normal commercial terms and in accordance with the review procedures for such interested person transactions;

- (b) for the approval given in (a) above (the "**IPT Mandate**") 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; and

- (c) the Directors of the Company and any of them be and are hereby authorized to complete and do all such acts and things (including execution of all such documents as may be required) as they or he may consider expedient or necessary or in the interest of the Company to give effect to the transactions contemplated and/or authorized by the IPT Mandate and/or this Resolution.

### **By Order Of The Board**

Tan Chee How  
Company Secretary

Singapore  
1 July 2014

### Notes:

1. A member entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. The instrument appointing a proxy or proxies that has been executed by a member, together with the power of attorney or other authority (if any) under which it is signed (or a certified copy thereof), must be lodged at the registered office of the Company at 80 Raffles Place, #32-01 UOB Plaza 1, Singapore 048624, not less than 48 hours before the time appointed for the EGM. The sending of a Proxy Form by a member does not preclude him from attending and voting in person at the EGM if he finds that he is able to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.