



CHINA SUNSINE CHEMICAL HOLDINGS LTD.

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China SunSine Chemical Holdings Ltd. (the "Company") will be held at Bras Basah Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 on 28 April 2015 at 10.00 a.m. for the purpose of transacting the following businesses:-

As Ordinary Business:-

- To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended 31 December 2014, together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To declare a final one-tier tax exempt ordinary dividend of 1 Singapore cent per ordinary share and a final one-tier tax exempt special dividend of 0.5 Singapore cent per ordinary share for the financial year ended 31 December 2014. **(Resolution 2)**
- To re-elect the following Directors retiring by rotation under Article 104 of the Company's Articles of Association, and being eligible, offering themselves for re-election:-
 - Mr Liu Jing Fu; **[See Explanatory Note 1]** **(Resolution 3)**
 - Mr Xu Jun; and **[See Explanatory Note 2]** **(Resolution 4)**
 - Mr Koh Choon Kong. **[See Explanatory Note 3]** **(Resolution 5)**
- To re-appoint the following Directors pursuant to Section 153(6) of the Companies Act (Cap. 50) of Singapore (the "Act"), to hold office from the conclusion of this Annual General Meeting until the next annual general meeting:-
 - Mr Xu Cheng Qiu; and **[See Explanatory Note 4]** **(Resolution 6)**
 - Ms Xu Chun Hua. **[See Explanatory Note 5]** **(Resolution 7)**
- To approve the amount of S\$180,000 proposed as Directors' fees for the financial year ended 31 December 2014 (2013: S\$160,000). **(Resolution 8)**
- To re-appoint Messrs Nexia TS Public Accounting Corporation as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 9)**
- 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 resolution as ordinary resolution, with or without modifications:

- SHARE ISSUE MANDATE** **(Resolution 10)**

"That pursuant to Section 161 of the Act and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to:

- (i) issue shares in the capital of the Company 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 (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

(b) (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 authority was in force,

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 fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (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 percentage of the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of passing this Resolution, after adjusting for:
 - new shares arising from the conversion or exercise of any convertible securities;
 - new shares arising from exercise of share options or vesting of share awards outstanding or subsisting at the time of passing of this Resolution, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - any subsequent bonus issue, consolidation or sub-division of shares;
- (3) 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 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 earlier." **[See Explanatory Note 6]**

- RENEWAL OF SHARE PURCHASE MANDATE** **(Resolution 11)**

"That:

- for the purposes of the Act, the exercise by the Directors of the Company ("Directors") of all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company ("Shares") (excluding treasury shares) not exceeding in aggregate the Prescribed Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- on-market share purchases, transacted on the SGX-ST through the ready market through one or more duly licensed dealers appointed by the Company for the purpose (the "Market Purchase"); and/or
- off-market share purchases (the "Off-Market Purchase") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme as defined in Section 76C of the Act as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme shall satisfy all the conditions prescribed by the Act and the Listing Manual of the SGX-ST,

and otherwise in accordance with all other laws and regulations and rules of the SGX-ST as may for the time being be applicable, be and is hereby authorized and approved generally and unconditionally (the "Share Purchase Mandate");

- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time, by the Company on and from the date of the passing of this Ordinary Resolution, up to the earliest of:

- the date on which the next annual general meeting of the Company is held or required by law to be held; or
- the date on which the purchases or acquisitions of the Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or

(iii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by the Company in a general meeting;

- in this Ordinary Resolution:

"Prescribed Limit" means the number of Shares representing not more than 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of the last annual general meeting held before the resolution authorising the Share Purchase Mandate is passed, or as at the date on which the resolution authorising the Share Purchase Mandate is passed, whichever is higher, unless the Company has, at any time during the Relevant Period (as hereinafter defined), effected a reduction of its share capital in accordance with the applicable provisions of the Act, in which event the issued share capital of the Company shall be taken to be the amount of the issued share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

"Relevant Period" means the period commencing from the date on which the last annual general meeting of the Company was held or if no such meeting was held the date it was required by law to be held before the resolution authorising the Share Purchase Mandate is passed, and expiring on the date the next annual general meeting is held or is required by law to be held, whichever is earlier, after the date the resolution authorising the Share Purchase Mandate is passed;

"Maximum Price" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, commission, applicable goods and service tax, stamp duties and other related expenses) not exceeding:

- in the case of a Market Purchase, 105% of the Average Closing Price (as hereinafter defined) of the Shares;
- in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price (as hereinafter defined) of the Shares,

where:

"Average Closing Price" means the average of the closing market prices of a Share over the last five (5) Market Days ("Market Day" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded on the SGX-ST, immediately preceding the date of making the Market Purchase or, as the case may be, the date of the making of the offer (as defined below) pursuant to the Off-Market Purchase, and deemed to be adjusted in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five (5) day period;

"date of the making of the offer" means the date on which the Company announces its intention to make an offer for the purchase or acquisition of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price determined on the foregoing basis) for each Share, and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary or to give effect to the transactions contemplated and/or authorized by this Share Purchase Mandate and/or this Ordinary Resolution." **[See Explanatory Note 7]**

BY ORDER OF THE BOARD

TONG YIPING
HO CHEE TONG
Joint Company Secretaries
Singapore, 10 April 2015

EXPLANATORY NOTES:

- *Mr Liu Jing Fu will, upon re-election as a Director of the Company, remain as Executive Director and Chief Executive Officer of the Company. There are no relationships (including immediate family relationships) between Mr Liu Jing Fu and the other Directors, the Company or its 10% shareholders.
- *Mr Xu Jun will, upon re-election as a Director of the Company, remain as Executive Director of the Company. Mr Xu Jun is the son of Mr Xu Cheng Qiu, the Executive Chairman of the Company. Save as disclosed, there are no relationships (including immediate family relationships) between Mr Xu Jun and the other Directors, the Company or its 10% shareholders.
- *Mr Koh Choon Kong will, upon re-election as a Director of the Company, remain as Independent Director and member of the Audit Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Koh Choon Kong and the other Directors, the Company or its 10% shareholders.
- *Mr Xu Cheng Qiu will, upon re-appointment as a Director of the Company, remain as Executive Chairman of the Company. Mr Xu Cheng Qiu is the father of Mr Xu Jun, the Executive Director of the Company. Mr Xu Cheng Qiu is also deemed to be interested in the 63.08% shareholding in the Company owned by Success More Group Limited, by virtue of his controlling interest of 74.27% in Success More Group Limited. Save as disclosed, there are no relationships (including immediate family relationships) between Mr Xu Cheng Qiu and the other Directors, the Company or its 10% shareholders.
- *Ms Xu Chun Hua will, upon re-appointment as a Director of the Company, remain as Independent Director, Chairman of the Remuneration Committee and member of the Audit and Nominating Committees, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Ms Xu Chun Hua and the other Directors, the Company or its 10% shareholders.
- The Ordinary Resolution 10 proposed in item 8 above, if passed, will authorise the Directors of the Company from the date of this Meeting until the date 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments, up to a number not exceeding, in total, fifty per cent. (50%) of the issued shares (excluding treasury shares) in the capital of the Company, of which up to twenty per cent. (20%) may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the issued shares (excluding treasury shares) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share outstanding or subsisting at the time when this Resolution is passed and any subsequent consolidation or subdivision of shares.

- The Ordinary Resolution 11 proposed in item 9 above, if passed, will renew the Share Purchase Mandate which authorises the Directors of the Company from the date of this meeting and continue to be in force until the date on which the next Annual General Meeting is held or required by law to be held, or the date on which the purchases or acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated, or the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by the Company in a general meeting, whichever is earlier. Detailed information on the proposed renewal of the Share Purchase Mandate is set out in the Appendix to this Notice of Annual General Meeting.

* Detailed information about these Directors can be found under "Board of Directors" and "Corporate Governance Report" in the Company's Annual Report for the financial year ended 31 December 2014.

NOTES:

- A member of the Company entitled to attend and vote at the above Meeting may appoint not more than two proxies to attend and vote instead of him.
- Where a member appoints two proxies, he shall specify the proportion of his shareholding to be represented by each proxy in the instrument appointing the proxies. A proxy need not be a member of the Company.
- If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
- The instrument appointing a proxy must be deposited at the registered office of the Company at 112 Robinson Road, #12-04, Singapore 068902 not less than 48 hours before the time appointed for holding the above Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing 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.

NOTICE OF BOOK CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 6 May 2015, for the purpose of determining shareholders' entitlement to the proposed final dividend, subject to the approval of the shareholders at the Annual General Meeting of the Company to be held on 28 April 2015.

Duly completed registrable transfers in respect of the shares in the Company received by the Company's Share Registrar, Trico Barbinder Share Registration Services (a division of Trico Singapore Pte. Ltd.) of 80 Robinson Road, #02-00, Singapore 068898 up to 5.00 p.m. on 5 May 2014 will be registered to determine shareholders' entitlements to the proposed final dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with shares in the Company as at 5.00 p.m. on 5 May 2015, will be entitled to the proposed final dividend.

The proposed final dividend, if approved by the shareholders at the Annual General Meeting, will be paid on 20 May 2015.