



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 29 April 2014 at 10.00 a.m. for the purpose of transacting the following businesses:-

As Ordinary Business:-

1. To receive and adopt the Directors' Report and Audited Accounts of the Company for the financial year ended 31 December 2013, together with the Independent Auditors' Report thereon. **(Resolution 1)**
2. To declare a tax exempt (one-tier) final dividend of 1 Singapore cent per ordinary share for the financial year ended 31 December 2013. **(Resolution 2)**
3. 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:-
 - (i) Mr Ma Ying Qun; **[See Explanatory Note 1]** **(Resolution 3)**
 - (ii) Mr Tan Lye Heng Paul; and **[See Explanatory Note 2]** **(Resolution 4)**
 - (iii) Mr Lim Heng Chong Benny. **[See Explanatory Note 3]** **(Resolution 5)**
4. To re-appoint the following Directors pursuant to Section 153(6) of the Companies Act, Cap. 50, to hold office from the conclusion of this Annual General Meeting until the next annual general meeting:-
 - (i) Mr Xu Cheng Qiu; and **[See Explanatory Note 4]** **(Resolution 6)**
 - (ii) Ms Xu Chun Hua. **[See Explanatory Note 5]** **(Resolution 7)**
5. To approve the amount of S\$160,000 proposed as Directors' fees for the financial year ended 31 December 2013 (2012: S\$160,000). **(Resolution 8)**
6. 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)**
7. 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:

8. **SHARE ISSUE MANDATE** **(Resolution 10)**
 "That pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to:
 - (a) (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:
 - (i) new shares arising from the conversion or exercise of any convertible securities;
 - (ii) 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
 - (iii) 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]**

By Order Of The Board

TONG YIPING
HO CHEE TONG
Joint Company Secretaries
Singapore, 11 April 2014

EXPLANATORY NOTES:

1. *Mr Ma Ying Qun will, upon re-election as a Director of the Company, remain as Executive Director of the Company. There are no relationships (including immediate family relationships) between Mr Ma Ying Qun and the other Directors, the Company or its 10% shareholders.
2. *Mr Tan Lye Heng Paul will, upon re-election as a Director of the Company, remain as the Lead Independent Director, Chairman of the Audit Committee and member of the Nominating and Remuneration 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 Mr Tan Lye Heng Paul and the other Directors, the Company or its 10% shareholders.
3. *Mr Lim Heng Chong Benny will, upon re-election as a Director of the Company, remain as Independent Director, Chairman of the Nominating Committee and member of the Audit and Remuneration 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 Mr Lim Heng Chong Benny and the other Directors, the Company or its 10% shareholders.
4. *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 and the other Directors, the Company or its 10% shareholders.
5. *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.
6. 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.

* 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 2013.

NOTES:

- (i) 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.
- (ii) 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.
- (iii) 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.
- (iv) 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.

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 2014, for the purpose of determining shareholders' entitlement to the final dividend, subject to the approval of the shareholders at the Annual General Meeting of the Company to be held on 29 April 2014.

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 Tricor 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 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 2014, 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 16 May 2014.