



CHINA SUNSINE CHEMICAL HOLDINGS LTD.

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

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 FTSE Room, 9th Floor, Capital Tower, 168 Robinson Road, Singapore 068912 on Thursday, 29 April 2010 at 9.30 a.m. for the purpose of transacting the following businesses:-

As Ordinary Business:-

- To receive and adopt the Directors' Report and Audited Accounts for the financial year ended 31 December 2009, together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To declare a tax exempt (one-tier) final dividend of S\$0.01 per ordinary share for the financial year ended 31 December 2009. **(Resolution 2)**
- To re-elect the following directors retiring by rotation under Article 104 of the Company's Articles of Association:-
 - Mr Xu Cheng Qiu; **(Resolution 3)**
 - Mr Xu Jun; and **(Resolution 4)**
 - Mr Ling Yong Wah. **(Resolution 5)**
- To re-elect Mr Koh Choon Kong, a director retiring under Article 114 of the Company's Articles of Association. **[See Explanatory Note 1]** **(Resolution 6)**
- To approve the amount of S\$123,000 proposed as Directors' Fees for the financial year ended 31 December 2009 (2008 : S\$123,000). **(Resolution 7)**
- To re-appoint Messrs Paul Wan & Co. as the Company's Auditors and to authorise the Directors to fix their remuneration. **(Resolution 8)**
- 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 modifications:

- SHARE ISSUE MANDATE** **(Resolution 9)**

"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:

- issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
- 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

- (notwithstanding the authority conferred by this authority 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:

- the aggregate number of shares to be issued pursuant to such 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);
- (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) 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;
- the fifty per cent. (50%) limit under sub-paragraph (1) above, may be increased to one hundred per cent. (100%) for issue of shares and/or Instruments by way of a renounceable rights issue where shareholders of the Company are entitled to participate in the same on a pro-rata basis;
- 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
- (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 2]**

- ISSUE OF SHARES AT A DISCOUNT** **(Resolution 10)**

"That subject to and pursuant to the share issue mandate in Ordinary Resolution No. 9 above being obtained, authority be and is hereby given to the Directors of the Company to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not be more than a twenty per cent. (20%) discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST." **[See Explanatory Note 3]**

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

"That for the purposes of Sections 76C and 76E of the Companies Act, Cap. 50, the Directors of the Company be and are hereby authorised to make purchases of shares from time to time, whether by way of market purchases or off-market purchases (in accordance with any equal access scheme) of up to ten per cent. (10%) of the issued ordinary share capital of the Company as at the date of this Resolution ("Prescribed Limit"), excluding any shares held as treasury shares, at the price to be determined by the Directors of up to but not exceeding the Maximum Price as set out on page 8 of the Circular to shareholders of the Company dated 14 April 2010 (the "Circular"), and unless revoked or varied by the Company in general meeting, this mandate shall continue and be in force until 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 share purchases are carried out in full to the Prescribed Limit mandated, or the time when the authority conferred by this mandate is revoked or varied by the shareholders of the Company in general meeting, whichever is earlier." **[See Explanatory Note 4]**

By Order Of The Board

YAK THIAN HUAT DAVE
HO CHEE TONG
Joint Company Secretaries
Singapore, 14 April 2010

EXPLANATORY NOTES:

- Mr Koh Choon Kong will, upon re-election as a Director of the Company, remain as a member of the Audit Committee. Mr Koh is a Non-Executive Director.
- The Ordinary Resolution 9 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, save that such number shall be up to one hundred per cent. (100%) of the issued shares (excluding treasury shares) in the capital of the Company in relation to a pro-rata renounceable rights issue to 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 allotment of and issuance of shares in the Company up to one hundred per cent. (100%) of its issued capital by way of a pro-rata renounceable rights issue is one of the new measures introduced by the SGX-ST, in consultation with the Monetary Authority of Singapore, to accelerate and facilitate listed issuers' fund raising efforts. This new measure takes effect on 20 February 2009 and will be effective until 31 December 2010.
- The Ordinary Resolution 10 proposed in the item 9 above, if passed, will authorise the Directors of the Company to allot and issue new shares other than on a pro-rata basis at a discount not exceeding twenty per cent. (20%), as compared to ten per cent. (10%) allowed previously. This is also a new measure introduced by the SGX-ST, and this authority will continue in force until the next annual general meeting of the Company.
- The Ordinary Resolution 11 proposed in the item 10 above, if passed, will renew the Share Purchase Mandate, which was originally approved by the shareholders of the Company at the last Extraordinary General Meeting on 29 April 2008. The Company bought 7,084,000 shares during the financial year ended 31 December 2009. Detailed information on the Renewal of the Share Purchase Mandate is set out in the Circular to shareholders of the Company dated 14 April 2010.

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 of 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.

NOTICE OF BOOK CLOSURE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed on 4 May 2010, 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 2010.

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 8 Cross Street #11-00 PWC Building, Singapore 048424 up to 5.00 p.m. on 3 May 2010 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 3 May 2010, 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 18 May 2010.