



# China SunSine Chemical Holdings Ltd.

(Incorporated in the Republic of Singapore)  
Company Registration Number: 200609470N

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "AGM") of China SunSine Chemical Holdings Ltd. (the "Company") will be held at 2 Stamford Road, Raffles City Convention Centre, Level 4, Orchard Room, Singapore 178882 on Wednesday, 22 April 2009 at 3.00 p.m. for the purpose of transacting the following businesses:-

### As Ordinary Business:-

1. To receive and adopt the Directors' Report and Audited Accounts for the financial year ended 31 December 2008 and the Auditors' Report thereon. (Resolution 1)
2. To re-elect the following directors retiring under Article 104 of the Company's Articles of Association:-  
Mr Liu Jing Fu; (Resolution 2)  
Mr Ma Ying Qun; and (Resolution 3)  
Ms Xu Chun Hua [See Explanatory Note 1] (Resolution 4)
3. To approve the amount of S\$123,000 proposed as Directors' Fees for the financial year ended 31 December 2008 (2007: S\$123,000). (Resolution 5)
4. To re-appoint Messrs Paul Wan & Co. as the Company's Auditors and to authorise the Directors to fix their remuneration. (Resolution 6)
5. 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 resolution:

6. **Authority to allot and issue shares up to 50 per cent. (50%) of the total number of issued shares** (Resolution 7)  
"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 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:  
(1) the aggregate number of shares to be issued pursuant to such authority (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50 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 the existing shareholders (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20 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 issued share capital shall be based on the total number of issued shares of the Company (excluding treasury shares) at the time this authority is given, after adjusting for:  
(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this authority is passed; and  
(ii) any subsequent consolidation or sub-division of shares; and  
(3) (unless revoked or varied by the Company in general meeting) the authority conferred by this authority 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]
7. **Authority to allot and issue shares up to 100 per cent. (100%) of the total number of issued shares via a pro-rata renounceable rights issue** (Resolution 8)  
"That pursuant to Section 161 of the Companies Act, Cap. 50 and listing rules of the SGX-ST, authority be and is hereby given to the Directors to issue shares in the capital of the Company by way of a pro-rata renounceable rights issue at any time and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, provided that:  
(1) the aggregate number of shares to be issued pursuant to such authority does not exceed 100 per cent. (100%) 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 issued share capital shall be based on the total number of issued shares of the Company (excluding treasury shares) at the time this authority is given, after adjusting for:  
(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this authority is passed; and  
(ii) any subsequent consolidation or sub-division of shares; and  
(3) (unless revoked or varied by the Company in general meeting) the authority conferred by this authority 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 3]
8. **Authority to issue shares other than on a pro-rata basis at a discount not exceeding 20 per cent. (20%) of the total number of issued shares** (Resolution 9)  
"That subject to and pursuant to the share issue mandate in Resolution 7 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 20 per cent. (20%) discount to the weighted average price per share determined in accordance with the requirements of the SGX-ST." [See Explanatory Note 4]
9. **Renewal of Share Purchase Mandate** (Resolution 10)  
"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 10 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 7 April 2009 (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 5]

By Order Of The Board

KOH CHOON KONG  
HO CHEE TONG  
Joint Company Secretaries

Singapore, 7 April 2009

### EXPLANATORY NOTES:

1. Ms Xu Chun Hua will, upon re-election as a Director of the Company, remain as Chairman of the Remuneration Committee and as a member of the Audit and Nominating Committees, and will be considered independent for the purposes of Rule 704(b) of the Listing Manual of the SGX-ST.
2. The Ordinary Resolution 7 proposed in item 6 above, if passed, will authorise the Directors of the Company to allot and issue shares not exceeding 50 per cent. (50%) of the Company's issued share capital (excluding treasury shares), with an aggregate sub-limit of 20 per cent. (20%) of the Company's share capital (excluding treasury shares) for any issue of shares not made on a pro-rata basis to shareholders of the Company.
3. The Ordinary Resolution 8 proposed in item 7 above, if passed, will authorise the Directors of the Company to allot and issue shares not exceeding 100 per cent. (100%) of the Company's issued share capital (excluding treasury shares) by way of a pro-rata renounceable rights issue. This mandate is conditional upon the Company:  
(a) making periodic announcements on the use of the proceeds as and when the funds are materially disbursed; and  
(b) providing a status report on the use of proceeds in its annual report.  
This 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 21 December 2010.
4. The Ordinary Resolution 9 proposed in item 8 above, if passed, will authorise the Directors of the Company to allot and issue new shares on a non pro-rata basis at a discount not exceeding 20 per cent. (20%), as compared to 10 per cent. (10%) allowed previously. This authority will continue in force until the next annual general meeting of the Company.
5. The Ordinary Resolution 10 proposed in item 9 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 7,253,000 shares during the financial year ended 31 December 2008. Detailed information on the Renewal of the Share Purchase Mandate is set out in the Circular to shareholders of the Company dated 7 April 2009.

### 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.