



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 Bras Basah Room, Level 4, Raffles City Convention Centre, 80 Bras Basah Road, Singapore 189560 on Friday, 28 April 2017 at 10.00 a.m. ("AGM") for the purpose of transacting the following businesses:-

As Ordinary Business:-

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2016, together with the Independent Auditor's 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 2016. **(Resolution 2)**
- To re-elect the Director, Mr Xu Jun, who is retiring by rotation under Article 104 of the Company's Constitution, and who, being eligible, offers himself for re-election. **(Resolution 3)**
[See Explanatory Note 1]
- To re-elect the Director, Mr Ma Ying Qun, who is retiring by rotation under Article 104 of the Company's Constitution, and who, being eligible, offers himself for re-election. **(Resolution 4)**
[See Explanatory Note 2]
- To approve the amount of S\$142,500 proposed as Directors' fees for the financial year ended 31 December 2016 (2015: S\$180,000). **(Resolution 5)**
- To re-appoint Messrs Nexia TS Public Accounting Corporation as the Company's Auditor and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- 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 7)**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore (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:

- issue shares 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

(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 Resolution was in force, provided that:

- 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 50% of the total number of issued shares (excluding treasury shares and shares of the Company held by its subsidiaries ("Subsidiary Holdings")) 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 20% of the total number of issued shares (excluding treasury shares and Subsidiary Holdings) 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 issued shares shall be based on the total number of issued shares (excluding treasury shares and Subsidiary Holdings) of the Company at the time this Resolution is passed, after adjusting for:
 - 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 Resolution is passed; and
 - any subsequent bonus issue, consolidation or subdivision of shares;
- 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 Constitution 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 the earlier. **[See Explanatory Note 3]**

- RENEWAL OF SHARE PURCHASE MANDATE** **(Resolution 8)**

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 of the Company ("Shares") not exceeding in aggregate the Maximum 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:
 - market purchase(s), ("Market Purchases(s)") on the SGX-ST; and/or
 - off-market purchase(s) ("Off-Market Purchase(s)") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act,

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 authorised 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 during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
 - the date on which the next Annual General Meeting of the Company is held;
 - the date by which the next Annual General Meeting of the Company is required by law to be held; and
 - the date on which purchases and acquisitions of Shares pursuant to the Share Purchase Mandate are carried out to the full extent mandated;

(c) in this Resolution: "Average Closing Price" means the average of the closing market prices of a Share over the last five (5) market days on which transactions in the Shares were recorded on the SGX-ST immediately preceding the date of the Market Purchase by the Company 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 listing rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period; and "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 therein the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

"Maximum Limit" means the number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and Subsidiary Holdings as at that date);

"Maximum Price" in relation to a Share to be purchased or acquired, means the maximum price (excluding brokerage, commission, applicable goods and service tax and other related expenses) which shall not exceed:

- in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares; 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 and/or he may consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution. **[See Explanatory Note 4]**

BY ORDER OF THE BOARD

TONG YIPING

HO CHEE TONG

Joint Company Secretaries

Singapore, 12 April 2017

EXPLANATORY NOTES:

1. **Resolution 3** – Mr Xu Jun will, upon re-election, remain as Executive Director of the Company and Vice-Chairman of the Company's subsidiary, Shandong SunSine Chemical Co., Ltd. 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. Detailed information on Mr Xu Jun can be found under "Board of Directors" and "Corporate Governance Report" in the Company's 2016 Annual Report.

2. **Resolution 4** – Mr Ma Ying Qun will, upon re-election, remain as Executive Director and General Manager of the Company's subsidiary, Shandong SunSine Chemical Co., Ltd. There are no relationships (including immediate family relationships) between Mr Ma Ying Qun and the other Directors, the Company or its 10% shareholders. Detailed information on Mr Ma can be found under "Board of Directors" and "Corporate Governance Report" in the Company's 2016 Annual Report.

3. **Resolution 7** – Resolution 7, if passed, will empower the Directors to issue shares, make or grant instruments convertible into shares and to issue shares pursuant to such instruments. The number of shares which the Directors may issue under this Resolution will not exceed 50% of the issued shares (excluding treasury shares and Subsidiary Holdings) of the Company, with a sub-limit of 20% for issues other than on a *pro rata* basis. For the purpose of determining the aggregate number of shares which may be issued, the percentage of issued shares shall be based on the total number of issued shares (excluding treasury shares and Subsidiary Holdings) of the Company at the time that Resolution 7 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible instruments or share options or vesting of share awards which are outstanding at the time that Resolution 7 is passed, and (b) any subsequent bonus issue or consolidation or subdivision of shares. For the avoidance of doubt, shareholders' approval will be required for any consolidation or subdivision of shares.

4. **Resolution 8** – Resolution 8, if passed, will renew the mandate to allow the Company to purchase or otherwise acquire its issued ordinary shares, on the terms and subject to the conditions set out in the Resolution.

The Company may use internal or external sources of funds to finance the purchase or acquisition of its ordinary shares. The amount of financing required for the Company to purchase or acquire its ordinary shares, and the impact on the Company's financial position, cannot be ascertained as at the date of this Notice as these will depend on the number of ordinary shares purchased or acquired and the price at which such ordinary shares were purchased or acquired and whether the ordinary shares purchased or acquired are held in treasury or cancelled.

The financial effects of the purchase or acquisition of such ordinary shares by the Company pursuant to the proposed Share Purchase Mandate on the audited financial statements of the Group and the Company for the financial year ended 31 December 2016, based on certain assumptions, are set out in paragraph 2.8 of the Letter to Shareholders dated 12 April 2017.

Please refer to the Letter to Shareholders dated 12 April 2017 for more details.

NOTES:

- A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
 - A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Annual General Meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

- A proxy need not be a member of the Company.

- The instrument appointing a proxy or proxies 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 fixed for the AGM.

Personal Data Privacy:

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

NOTICE IS HEREBY GIVEN that the Transfer Books and Register of Members of the Company will be closed on 12 May 2017, for the purpose of determining shareholders' entitlements to the final (one-tier tax exempt) ordinary dividend of 1 Singapore cent per share and the final (one-tier tax exempt) special dividend of 0.5 Singapore cent per share for the financial year ended 31 December 2016 (collectively, the "Proposed Dividends").

Duly completed registrable transfers in respect of the ordinary shares of the Company ("Shares") received by the Company's Share Registrar, Tricor 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 11 May 2017 will be registered to determine shareholders' entitlements to the Proposed Dividends. Shareholders whose Securities Accounts with The Central Depository (Pte) Limited are credited with Shares as at 5.00 p.m. on 11 May 2017 will be entitled to the Proposed Dividends.

The Proposed Dividends, if approved by shareholders at the Annual General Meeting to be held on 28 April 2017, will be paid on 24 May 2017.