

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China SunSine Chemical Holdings Ltd. (the “**Company**”) will be convened and held by way of electronic means on Wednesday, 27 May 2020 at 10.00 a.m. (“**AGM**”) for the purpose of transacting the following businesses:-

As Ordinary Business:-

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2019, together with the Independent Auditor’s Report thereon. **(Resolution 1)**
 2. To declare a final one-tier tax exempt dividend of 1 Singapore cent per ordinary share for the financial year ended 31 December 2019. **(Resolution 2)**
 3. To re-elect the Director, Mr Liu Jing Fu, who is retiring by rotation under Article 104 of the Company’s Constitution, and who, being eligible, offers himself for re-election.
[See Explanatory Note 1] **(Resolution 3)**
 4. 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.
[See Explanatory Note 2] **(Resolution 4)**
- Note:** Mr Tan Lye Heng Paul, who is due to retire by rotation under Article 104 of the Company’s Constitution, will not be seeking re-election as Director of the Company.
[See Explanatory Note 3]
5. To re-elect the Director, Mr Yan Tang Feng, who is retiring under Article 114 of the Company’s Constitution, and who, being eligible, offers himself for re-election.
[See Explanatory Note 4] **(Resolution 5)**
 6. To approve the amount of S\$190,000 proposed as Directors’ fees for the financial year ended 31 December 2019 (2018: S\$180,000). **(Resolution 6)**
 7. To re-appoint Messrs Nexia TS Public Accounting Corporation as the Company’s Auditor and to authorise the Directors to fix their remuneration. **(Resolution 7)**
 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:

9. **SHARE ISSUE MANDATE** **(Resolution 8)**

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:

 - (a) (i) issue shares of the Company whether by way of rights issue, bonus issue 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,

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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:

- (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 50% 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), 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);
- (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 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:
 - (i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, which were issued and outstanding or subsisting at the time this Resolution is passed, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of shares,

and, in paragraph (1) above and this paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;

- (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 Constitution of the Company for the time being in force; 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 the earlier.

[See Explanatory Note 5]

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10. RENEWAL OF SHARE PURCHASE MANDATE

(Resolution 9)

That:

(a) for the purposes of the Act, the exercise by the 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:

- (i) market purchase(s), (each a "**Market Purchase**") on the SGX-ST; and/or
- (ii) off-market purchase(s) (each an "**Off-Market Purchase**") (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 Act,

and otherwise in accordance with all other laws and regulations, including but not limited to 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**");

(b) 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 on and from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
- (ii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied; or
- (iii) 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 during the relevant five-day period and the date of the Market Purchase by the Company;

"**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;

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“**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 defined in the Listing Manual of the SGX-ST) as at that date); and

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

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
 - (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares; and
- (d) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including without limitation, executing such documents as may be required) as they and/or he may consider expedient, necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note 6]

BY ORDER OF THE BOARD

TONG YIPING
DAI LINGNA
Joint Company Secretaries

Singapore, 5 May 2020

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EXPLANATORY NOTES:

1. **Resolution 3** – Mr Liu Jing Fu will, upon re-election, remain as Executive Director and Chief Executive Officer of the Company. Please refer to the section entitled “Additional Information on Directors seeking Re-election” appended to this Notice for detailed information on Mr Liu Jing Fu as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
2. **Resolution 4** – Mr Xu Jun will, upon re-election, remain as Executive Director of the Company. Mr Xu Jun is the son of Mr Xu Cheng Qiu, the Executive Chairman, and cousin of Mr Xu Xian Lei, Executive Director of the Company. Please refer to the section entitled “Additional Information on Directors seeking Re-election” appended to this Notice for detailed information on Mr Xu Jun as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
3. Mr Tan Lye Heng Paul, who retires by rotation under Article 104 of the Company’s Constitution, will not be seeking re-election as Director of the Company. Accordingly, Mr Tan Lye Heng Paul will step down as Independent Director and as a member of the Audit Committee immediately following the conclusion of the AGM.
4. **Resolution 5** – Mr Yan Tang Feng will, upon re-election, remain as Independent Director of the Company, and as a member of each of the Audit Committee and Remuneration Committee. Please refer to the section entitled “Additional Information on Directors seeking Re-election” appended to this Notice for detailed information on Mr Yan Tang Feng as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
5. **Resolution 8** – Resolution 8, 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 8 is passed, after adjusting for (a) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards, which were issued and outstanding at the time this Resolution is passed, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST; and (b) any subsequent bonus issue, consolidation or subdivision of shares. For the avoidance of doubt, shareholders’ approval will be required for any consolidation or subdivision of shares.
6. **Resolution 9** – Resolution 9, 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 this 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 unaudited financial statements of the Group and the Company for the financial year ended 31 December 2019, based on certain assumptions, are set out in paragraph 2.8 of the Letter to Shareholders dated 5 May 2020.

Please refer to the Letter to Shareholders dated 5 May 2020 for more details.

NOTES:

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company’s website at the URL <https://www.chinasunsine.com> and on SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual conference), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company’s announcement dated 5 May 2020. This announcement may be accessed at the Company’s website at the URL <https://www.chinasunsine.com>, and will also be made available on SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.
3. **Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the Meeting as his/her/its proxy to attend and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM.** The accompanying proxy form for the AGM may be accessed at the Company’s website at the URL <https://www.chinasunsine.com>, and will also be made available on SGX’s website at the URL <https://www.sgx.com/securities/company-announcements>.

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Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 14 May 2020.

4. The Chairman of the Meeting, as proxy, need not be a member of the Company.
5. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company at 112 Robinson Road, #11-01, Singapore 068902; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.proxy@sg.tricorglobal.com,in either case, not less than 48 hours before the time appointed for the AGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

6. The 2019 Annual Report and the Letter to Shareholders dated 5 May 2020 (in relation to the proposed renewal of the share purchase mandate) may be accessed at the Company's website at the URL <https://www.chinasunsine.com>. The above-stated documents are also available for viewing and download on SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company 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 the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the Meeting as proxy 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.

NOTICE OF RECORD DATE AND DIVIDEND PAYMENT DATE

NOTICE IS HEREBY GIVEN that the Share Transfer Books and Register of Members of the Company will be closed at 5.00 p.m. on 5 June 2020 (the "**Record Date**"), for the purpose of determining shareholders' entitlements to the final (one-tier tax exempt) dividend of 1.0 Singapore cent per ordinary share for the financial year ended 31 December 2019 (the "**Proposed Final Dividend**").

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 the Record Date 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 as at 5.00 p.m. on the Record Date will be entitled to the Proposed Final Dividend.

The Proposed Final Dividend, if approved by shareholders at the Annual General Meeting to be held on 27 May 2020, will be paid on 24 June 2020.

Additional Information on Directors seeking Re-election

Mr Liu Jing Fu, Mr Xu Jun and Mr Yan Tang Feng are the Directors seeking re-election at the forthcoming annual general meeting of the Company to be convened on 27 May 2020 (“AGM”) under Ordinary Resolutions 3 to 5 as set out in the Notice of AGM dated 5 May 2020 (collectively, the “Retiring Directors”).

Pursuant to Rule 720(6) of the Listing Manual of the Singapore Exchange Securities Trading Limited, the additional information relating to the Retiring Directors as set out in Appendix 7.4.1 is set out below, to be read in conjunction with the information set out under “Board of Directors” and the “Corporate Governance Report” on pages 14 to 17 and pages 25 to 46, respectively of the 2019 Annual Report:

DETAILS	Liu Jing Fu	Xu Jun	Yan Tang Feng
Country of principal residence	People’s Republic of China	People’s Republic of China	Singapore
The Board’s comments on this appointment (including rationale, selection criteria, and the search and nomination process)	Mr Liu Jing Fu is responsible for overseeing the whole Group’s operation and overall strategic planning. The Board has considered the recommendation of the Nominating Committee, and is confident that Mr Liu will continue to contribute to the growth of the Company.	The Board considered the recommendation of the Nominating Committee, and is satisfied that Mr Xu is able to contribute to the Board given his skills, experience and commitment in the discharge of his duties as a Director.	The Board considered the recommendation of the Nominating Committee, and is satisfied that Mr Yan is able to exercise independent judgement and provide valuable contributions to the Board given his decades of experience in corporate finance and investment management.
Whether appointment is executive, and if so, the area of responsibility	Executive The area of responsibility of Mr Liu Jing Fu can be found on page 14 of the 2019 Annual Report	Executive The area of responsibility of Mr Xu Jun can be found on page 15 of the 2019 Annual Report	Non-Executive
Job Title (e.g. Lead ID, AC Chairman, AC Member etc.)	Executive Director and Chief Executive Officer	Executive Director	Independent Director Member of Audit Committee and Remuneration Committee
Any relationship (including immediate family relationships) with any existing director, existing executive officer, the issuer and/or substantial shareholder of the listed issuer or of any of its principal subsidiaries	None	Son of Mr Xu Cheng Qiu, Executive Chairman of the Company, and cousin of Mr Xu Xian Lei, Executive Director of the Company	None

DETAILS	Liu Jing Fu	Xu Jun	Yan Tang Feng
Conflict of interests (including any competing business)	No	No	No
Working experience and occupation(s) during the past 10 years	2007 – Present <u>Executive Director and Chief Executive Officer</u> • China Sunsine Chemical Holdings Ltd.	2007 – Present <u>Executive Director</u> • China Sunsine Chemical Holdings Ltd.	2009 – 2012 <u>Non-Executive Chairman</u> • Shengli Oil & Gas Pipe Holdings Ltd 2012 - 2013 <u>Non-Executive Director</u> • Starrise Media Holdings Ltd 2008 - Present <u>President</u> • Sinolion Holdings Pte. Ltd.
Shareholding interest in the listed issuer and its subsidiaries	Please refer to the Directors' Statement on page 47 of the 2019 Annual Report	Nil	Please refer to the Directors' Statement on pages 47 and 48 of the 2019 Annual Report
Undertaking (in the format set out in Appendix 7H) under Rule 702(1) has been submitted to the listed issuer	Yes	Yes	Yes
Other Principal Commitments Including Directorships	None	None	<u>President</u> • Sinolion Holdings Pte. Ltd.
(a) Whether at any time during the last 10 years, an application or a petition under any bankruptcy law of any jurisdiction was filed against him or against a partnership of which he was a partner at the time when he was a partner or at any time within 2 years from the date he ceased to be a partner?	No	No	No

DETAILS	Liu Jing Fu	Xu Jun	Yan Tang Feng
(b) Whether at any time during the last 10 years, an application or a petition under any law of any jurisdiction was filed against an entity (not being a partnership) of which he was a director or an equivalent person or a key executive, at the time when he was a director or an equivalent person or a key executive of that entity or at any time within 2 years from the date he ceased to be a director or an equivalent person or a key executive of that entity, for the winding up or dissolution of that entity or, where that entity is the trustee of a business trust, that business trust, on the ground of insolvency?	No	No	No
(c) Whether there is any unsatisfied judgment against him?	No	No	No
(d) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving fraud or dishonesty which is punishable with imprisonment, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such purpose?	No	No	No

DETAILS	Liu Jing Fu	Xu Jun	Yan Tang Feng
<p>(e) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?</p>	No	No	No
<p>(f) Whether he has ever been convicted of any offence, in Singapore or elsewhere, involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or has been the subject of any criminal proceedings (including any pending criminal proceedings of which he is aware) for such breach?</p>	No	No	No

DETAILS	Liu Jing Fu	Xu Jun	Yan Tang Feng
(g) Whether at any time during the last 10 years, judgment has been entered against him in any civil proceedings in Singapore or elsewhere involving a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, or a finding of fraud, misrepresentation or dishonesty on his part, or he has been the subject of any civil proceedings (including any pending civil proceedings of which he is aware) involving an allegation of fraud, misrepresentation or dishonesty on his part	No	No	No
(h) Whether he has ever been convicted in Singapore or elsewhere of any offence in connection with the formation or management of any entity or business trust?	No	No	No
(i) Whether he has ever been disqualified from acting as a director or an equivalent person of any entity (including the trustee of a business trust), or from taking part directly or indirectly in the management of any entity or business trust?	No	No	No

DETAILS	Liu Jing Fu	Xu Jun	Yan Tang Feng
(j) Whether he has ever been the subject of any order, judgment or ruling of any court, tribunal or governmental body, permanently or temporarily enjoining him from engaging in any type of business practice or activity?	No	No	No
(k) Whether he has ever, to his knowledge, been concerned with the management or conduct, in Singapore or elsewhere, of the affairs of :-			
(i) any corporation which has been investigated for a breach of any law or regulatory requirement governing corporations in Singapore or elsewhere; or	No	No	No
(ii) any entity (not being a corporation) which has been investigated for a breach of any law or regulatory requirement governing such entities in Singapore or elsewhere; or	No	No	No

DETAILS	Liu Jing Fu	Xu Jun	Yan Tang Feng
(iii) any business trust which has been investigated for a breach of any law or regulatory requirement governing business trusts in Singapore or elsewhere; or	No	No	No
(iv) any entity or business trust which has been investigated for a breach of any law or regulatory requirement that relates to the securities or futures industry in Singapore or elsewhere, in connection with any matter occurring or arising during that period when he was so concerned with the entity or business trust?	No	No	No
(l) Whether he has been the subject of any current or past investigation or disciplinary proceedings, or has been reprimanded or issued any warning, by the Monetary Authority of Singapore or any other regulatory authority, exchange, professional body or government agency, whether in Singapore or elsewhere?	No	No	No