



CHINA SUNSINE CHEMICAL HOLDINGS LTD.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary 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 11.00 a.m. (or as soon as practicable following the conclusion or adjournment of the annual general meeting of the Company to be held at 10.00 a.m. on the same day and at the same place) (the "**EGM**") for the purpose of considering and, if thought fit, passing with or without any modifications, the following ordinary resolution:-

ORDINARY RESOLUTION: Adoption of the Proposed Share Purchase Mandate

That:

- (a) for the purposes of the Companies Act (Cap. 50) of Singapore (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 in the capital of the Company ("**Shares**") (excluding treasury shares) not exceeding in aggregate the Prescribed 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) on-market share purchases, transacted on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") through the ready market through one or more duly licensed dealers appointed by the Company for the purpose (the "**Market Purchase**"); and/or
 - (ii) off-market share purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme as defined in Section 76C of the Act as may be determined or formulated by the Directors as they may consider fit and in the best interests of the Company, which scheme shall satisfy all the conditions prescribed by the Act and the listing rules of the SGX-ST (the "**Off-Market Purchase**"),
- 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 authorized 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 from the date of the passing of this Ordinary Resolution and expiring on the earlier of:
- (i) the date on which the next annual general meeting of the Company is held or required by law to be held; or
 - (ii) the date on which the purchases or acquisitions of the Shares by the Company pursuant to the proposed Share Purchase Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority conferred by the Share Purchase Mandate is varied or revoked by the Company in a general meeting;
- (c) in this Ordinary Resolution:

"**Prescribed Limit**" means the number of Shares representing 10% of the number of issued shares of the Company (excluding treasury shares) as at the date of the last AGM held before the resolution authorising the Share Purchase Mandate is passed, or as at the date on which the resolution authorising the Share Purchase Mandate is passed, whichever is higher, unless the Company has, at any time during the Relevant Period (as hereinafter defined), effected a reduction of its share capital in accordance with the applicable provisions of the Act, in which event the issued share capital of the Company shall be taken to be the amount of the issued share capital of the Company as altered (excluding any treasury shares that may be held by the Company from time to time);

"**Relevant Period**" means the period commencing from the date on which the last AGM of the Company was held or if no such meeting was held the date it was required by law to be held before the resolution authorising the Share Purchase Mandate is passed, and expiring on the date the next AGM is held or is required by law to be held, whichever is earlier, after the date the resolution authorising the Share Purchase Mandate is passed;

"**Maximum Price**" in relation to a Share to be purchased or acquired, means an amount (excluding brokerage, stamp duties, applicable goods and service tax and other related expenses) not exceeding:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares;
 - (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares,
- where:

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) Market Days ("**Market Day**" being a day on which the SGX-ST is open for trading in securities), on which transactions in the Shares were recorded on the SGX-ST, immediately preceding the date of making the Market Purchase was made 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 rules of the SGX-ST for any corporate action that occurs after the relevant five (5) day period;

"**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 the purchase price (which shall not be more than the Maximum Price determined on the foregoing basis) for each Share, and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and

- (d) the Directors and/or any of them be and are hereby authorized to complete and do all such acts and things (including executing such documents as may be required) as they/he/she may consider expedient, necessary or to give effect to the transactions contemplated and/or authorized by this proposed Share Purchase Mandate and/or this Ordinary Resolution.

BY ORDER OF THE BOARD

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

Notes:

1. Terms and expressions not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 11 April 2014.
2. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint no more than two proxies to attend and vote in his stead and such proxy need not be a member of the Company.
3. 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.
4. If the member is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
5. 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 forty-eight (48) hours before the time appointed for holding the Extraordinary General Meeting.