



CHINA SUNSINE CHEMICAL HOLDINGS LTD.

16 Raffles Quay #15-08 Hong Leong Building Singapore 048581
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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 convened and held at SKAI Suite 2 & 3 @ Level 69, Swissotel The Stamford, 2 Stamford Road Singapore 178882 on Friday, 26 April 2024 at 10.30 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 2023, together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To declare a final one-tier tax exempt dividend of 1.5 Singapore cents per ordinary share, and a final one-tier tax exempt special dividend of 1.0 Singapore cent per ordinary share for the financial year ended 31 December 2023. **(Resolution 2)**
3. To re-elect Mr Xu Jun, who is retiring as a Director by rotation under Regulation 104(2) of the Company’s Constitution, and who, being eligible, offers himself for re-election. **(Resolution 3)**
[See Explanatory Note 1]
4. To re-elect Mr Liu De Ming, who is retiring as a Director by rotation under Regulation 104(2) of the Company’s Constitution, and who, being eligible, offers himself for re-election. **(Resolution 4)**
[See Explanatory Note 2]
5. To re-elect Mr Yan Tang Feng, who is retiring as a Director by rotation under Regulation 104(2) of the Company’s Constitution, and who, being eligible, offers himself for re-election. **(Resolution 5)**
[See Explanatory Note 3]
6. To approve the re-designation of Mr Koh Choon Kong as a Non-Executive Non-Independent Director of the Company pursuant to Rule 210(5)(d)(iv) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”). **(Resolution 6)**
[See Explanatory Note 4]
7. To approve the amount of S\$210,000 proposed as Directors’ fees for the financial year ended 31 December 2023 (2022: S\$180,000). **(Resolution 7)**
8. To re-appoint Messrs CLA Global TS Public Accounting Corporation as the Company’s Auditor and to authorise the Directors to fix their remuneration. **(Resolution 8)**
9. 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:

10. SHARE ISSUE MANDATE

(Resolution 9)

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "Act") and the listing rules of the 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,

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]

11. **RENEWAL OF SHARE PURCHASE MANDATE**

(Resolution 10)

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; 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 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 all 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

JACQUELINE ANNE LOW
Company Secretary

Singapore, 11 April 2024

EXPLANATORY NOTES:

1. **Resolution 3** – Mr Xu Jun will, upon re-election, remain as an Executive Director of the Company. Please refer to the section entitled “Additional Information on Directors seeking Re-election and Re-designation” appended to this Notice for detailed information on Mr Xu Jun as required under Rule 720(6) of the Listing Manual of the SGX-ST.
2. **Resolution 4** – Mr Liu De Ming will, upon re-election, remain as an Executive Director of the Company. Please refer to the section entitled “Additional Information on Directors seeking Re-election and Re-designation” appended to this Notice for detailed information on Mr Liu De Ming as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.
3. **Resolution 5** – Mr Yan Tang Feng will, upon re-election, remain as an Independent Director of the Company, and as a member of each of the Audit Committee and the Remuneration Committee, and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST. Please refer to the section entitled “Additional Information on Directors seeking Re-election and Re-designation” appended to this Notice for detailed information on Mr Yan Tang Feng as required under Rule 720(6) of the Listing Manual of the SGX-ST. There are no relationships (including immediate family relationships) between Mr Yan Tang Feng and the other Directors, the Company or its substantial shareholders.
4. **Resolution 6** – Mr Koh Choon Kong is an Independent Director of the Company and will not be considered independent pursuant to Rule 210(5)(d)(iv) of the Listing Manual of the SGX-ST upon the conclusion of this AGM, having served as a Director of the Company for an aggregate period of more than 9 years (whether before or after listing). Subject to and upon the passing of Resolution 6, Mr Koh Choon Kong will be re-designated as a Non-Executive Non-Independent Director of the Company (“**Re-designation**”). In the interest of transparency and to allow minority shareholders of the Company to have the final say on the Re-designation, shareholders who are the Directors (including the Executive Chairman) of the Company, and their respective associates (as defined in the Listing Manual of the SGX-ST), will abstain from voting in respect of this Resolution 6. If Resolution 6 is not approved by shareholders entitled to vote at the AGM, Mr Koh Choon Kong will step down as a Director of the Company upon the conclusion of this AGM. Please refer to the section entitled “Additional Information on Directors seeking Re-election and Re-designation” appended to this Notice for detailed information on Mr Koh Choon Kong as required under Rule 720(6) of the Listing Manual of the SGX-ST.

Shareholders should note that if Resolution 6 is passed, and upon the proposed appointment of three new independent directors of the Company (as described on page 35 of the annual report of the Company for the financial year ended 31 December 2023 (“**2023 Annual Report**”)), the reconstituted board of directors of the Company will comprise 10 directors, of whom 5 will be independent non-executive directors, 4 will be executive directors, and there will be 1 non-executive non-independent director (“**Reconstituted Board**”). The Reconstituted Board will continue to comply with Rule 210(5)(c) of the Listing Manual which requires the Board to have at least two independent non-executive directors, and that independent directors must comprise at least one-third of the board of directors, as well as with Provision 2.3 of the Code of Corporate Governance 2018 (“**Code**”) that the majority of the Board comprises non-executive directors. However, the recommendation in Provision 2.2 of the Code that independent directors should make up a majority of the Board where the Executive Chairman is part of the management team and not an independent director, will not be met.

The Nominating Committee (“**NC**”) is of the view that the Reconstituted Board has an appropriate level of independence given that half the Reconstituted Board will comprise independent directors, and a majority of the Reconstituted Board will be non-executive directors, whereas the Listing Manual only requires one-third of the board, and at least 2 directors, to be independent.

As an Independent Director, Mr Koh has demonstrated strong independence in character and judgment, and expressed views and made decisions in the best interest of the Company and the Group. The NC has observed that the length of his service has not in any way impaired his ability to act independently. It is therefore confident that Mr Koh will not lose his independent character simply because of a change of title, and that he will continue to exercise independent judgment and engage Management on issues objectively and constructively. As such, the NC is of the view that the proposed composition of the Reconstituted Board is consistent with the intent of Principle 2.2 of the Code. The current Board (except Mr Koh) concurs with the NC and proposes the Re-designation, subject to shareholders’ approval at this AGM.

Shareholders are advised to read pages 34 to 37 of the 2023 Annual Report in its entirety before deciding on Resolution 6 relating to the Re-designation.

5. **Resolution 9** – Resolution 10, 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 9 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 10** – Resolution 10, 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 2023, based on certain assumptions, are set out in paragraph 2.8 of the Letter to Shareholders dated 11 April 2024.

Please refer to the Letter to Shareholders dated 11 April 2024 for more details.

NOTES:

1. The members of the Company are invited to **attend physically** at the AGM. There will be no option for Shareholders to participate virtually.
2. Members may ask questions relating to the business of the AGM at the Meeting, or submit questions via email to jennie@chinasunsine.com in advance of the AGM by 18 April 2024 (5.00 p.m.).

When submitting the questions, please provide the Company with the following details, for verification purposes:-

- (i) Full Name;
- (ii) NRIC/Passport Number;
- (iii) Current Address;
- (iv) Contact Number; and
- (v) Number of Shares Held

Please also indicate the manner in which you hold shares in the Company (e.g. via CDP, CPF or SRS).

The Company will endeavour to address the substantial and relevant questions prior to and/or at the AGM. The responses to questions from members will be posted on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL <https://www.chinasunsine.com> by 23 April 2024 (if questions are submitted in advance by 18 April 2024 and answered prior to the AGM), or if questions are answered during the AGM, will be included in the minutes of the AGM and published on SGX website and the Company's corporate website within one month from the date of the AGM.

Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions will be individually addressed.

3. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, 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 proxy form 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 proxy form.

"Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967.

A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

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 16 April 2024.

4. A proxy need not be a member of the Company.
5. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:
 - (a) if submitted by post, be lodged with the Company at 16 Raffles Quay, #15-08 Hong Leong Building, Singapore 048581; 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.

Printed copies of this Notice and proxy form will be sent to members. This Notice and proxy form will also be made available on the Company's corporate website at the URL <https://www.chinasunsine.com> and on SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.

6. The 2023 Annual Report, the Letter to Shareholders dated 11 April 2024 (in relation to the proposed renewal of the share purchase mandate) and the Sustainability Report may be accessed at the Company's corporate 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>. Printed copies of the 2023 Annual Report, the Letter to Shareholders and the Sustainability Report will not be sent to members. Members who wish to receive a hard copy of the above documents will need to complete and submit a Request Form to the Company by 18 April 2024. A printed copy of the Request Form will be sent to shareholders, and will also be made available 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>.

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 and service providers) for the purpose of the processing, administration and analysis by the Company (or its agents and service providers) of the appointment of the 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 and 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 and 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 and 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.