



# SUNSHINE HOLDINGS LIMITED

## 阳光控股有限公司

(Incorporated in the Cayman Islands on 30 September 2004)  
(Company Registration No. CT-140095)

### Notice of Annual General Meeting

**NOTICE IS HEREBY GIVEN** that the First Annual General Meeting of the Company will be held at 2 Stamford Road, Enterprise Room, Level 4, Raffles City Convention Centre, Singapore 178882 on Monday, 12 June 2006, at 10.30 a.m., to transact the following business: -

#### As Ordinary Business

- To receive and adopt the Audited Financial Statements for the period ended 31 December 2005 together with the reports of the Directors and the Auditors thereon. **(Resolution 1)**
- To declare a final dividend of Singapore 0.71 cents per ordinary share each in respect of the financial period ended 31 December 2005. **(Resolution 2)**
- To approve the payment of Director's Fee of S\$180,000 for the year ending 31 December 2006 and the payment thereof on a quarterly basis. **(Resolution 3)**
- To re-elect Ms Zhao Zhanmei, a Director retiring under Articles 86 (1) and (2) of the Articles of Association of the Company. **(Resolution 4)**
- To re-elect Mr Zhai Kebin, a Director retiring under Articles 86 (1) and (2) of the Articles of Association of the Company. **(Resolution 5)**
- To re-appoint Deloitte & Touche, Singapore, as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**
- To transact any other business that may normally be transacted at an Annual General Meeting of which due notice shall have been given.

#### As Special Business

To consider and, if thought fit, to pass, with or without any modifications, the following resolution as an Ordinary Resolution:

#### 8. Authority to issue shares

- "That pursuant to the provisions of the Company's Articles of Association and the listing rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"), approval be and is hereby given to the Directors of the Company at any time to such persons and upon such terms and for such purposes as the Directors may in their absolute discretion deem fit, to:
    - issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
    - make or grant offers, agreements or options that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares (collectively, "Instruments") including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares;
    - issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
  - (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while the authority was in force,
- provided always that subject to any applicable regulations as may be prescribed by the SGX-ST,
- 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 Company's issued share capital, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 20% of the issued share capital of the Company, and for the purpose of this resolution, the issued share capital shall be the Company's issued share capital at the time this resolution is passed, after adjusting for:
    - new shares arising from the conversion or exercise of convertible securities, or
    - new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of the SGX-ST, and
    - any subsequent consolidation or subdivision of the Company's shares, and
  - such authority shall, unless revoked or varied by the Company at a general meeting, expire at the earlier of 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. **(Resolution 7)**

By Order of the Board

Foo Soon Soo/Chan Siu Kay  
Company Secretaries

Date: 26 May 2006

#### EXPLANATORY NOTES ON SPECIAL BUSINESS TO BE TRANSACTED: -

The Ordinary Resolution in item 8 is to authorise the Directors of the Company from the date of the above Meeting until the conclusion of the next Annual General Meeting of the Company to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate 50 percent of the issued share capital of the Company of which the total number of shares and convertible securities issued other than on a pro rata basis to existing shareholders shall not exceed 20 percent of the issued share capital of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. Rule 806(3) of the Listing Manual of Singapore Exchange Securities Trading Limited currently provides that the issued share capital of the Company for this purpose shall be the issued share capital at the time of this resolution is passed (after adjusting for new shares arising from the conversion of convertible securities or share options on issue at the time this resolution is passed and any subsequent consolidation or subdivision of the Company's shares). This authority will, unless revoked or varied by the Company at a general meeting, expire at the earlier of 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.

#### NOTES

- A Member of the Company (other than the Central Depository (Pte) Limited ("CDP")) entitled to attend and vote at the above meeting shall be entitled to appoint not more than two proxies to attend and vote instead of him and such proxy need not be a member of the Company. The instrument appointing a proxy must be lodged at the office of the Singapore Share Transfer Agent, Lim Associates (Pte) Ltd at 10 Collyer Quay #19-08 Ocean Building, Singapore 049315, not less than forty-eight (48) hours before the Meeting.
- A Depositor (as defined in the Articles of Association) whose name appears in the records of the CDP as at a time not earlier than forty-eight (48) hours, must nominate a person or persons as the proxy or proxies of the CDP. The CDP's proxy form must be deposited at the office of the Company's Singapore Share Transfer Agent, Lim Associates (Pte) Ltd at 10 Collyer Quay #19-08 Ocean Building, Singapore 049315, at least forty-eight (48) hours before the Meeting.