



SUNSHINE HOLDINGS LIMITED
阳光控股有限公司

SUNSHINE HOLDINGS LIMITED

(Incorporated in the Cayman Islands on 30 September 2004)
(Company Registration Number.: CT-140095)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Sunshine Holdings Limited (the "**Company**") will be held at Furama RiverFront, Mercury III, Level 5, 405 Havelock Road, Singapore 169633 on 28 October 2011 at 10.00 a.m. for the purpose of considering, and if thought fit, passing with or without any amendment the following resolution:

Ordinary Resolution

Proposed Diversification of the Group's Core Business to include the Business relating to Ferrous Metals and Non-ferrous Metals

THAT:

- (a) approval be and is hereby given for the proposed diversification by the Company and its subsidiaries (collectively, the "**Group**") of their core business to include the business relating to the management, exploration, exploitation, production, processing, sale, sourcing and distribution of Ferrous Metals and Non-ferrous Metals (both terms as defined in the circular to Shareholders dated 13 October 2011 ("**Circular**")) and the ownership, development and operation of Ferrous Metal and Non-ferrous Metal mines in the PRC (the "**Proposed New Business**") and other activities related to the Proposed New Business;
- (b) the Company (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire, from time to time, any assets relating to the Proposed New Business, investments, and shares or interests in any entity that is in the Proposed New Business, on such terms and conditions as the directors of the Company ("**Directors**") deem fit, subject to the investment threshold more particularly described in section 2.8(c) of the Circular, and such directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase or acquisition; and
- (c) the Directors and each of them be and are hereby authorised to do all acts and things as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in paragraphs (a) and (b) of this resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

By order of the Board

Foo Soon Soo
Yeo Tze Khern
Joint Company Secretaries

13 October 2011

Notes:

1. With the exception of the CDP (who may appoint more than 2 proxies), a member of the Company who is entitled to attend and vote at the EGM is entitled to appoint no more than 2 proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. A Depositor whose name appears in the Depository Register (both terms defined in Section 130A of the Companies Act (Chapter 50)) and who wishes to appoint a proxy to attend and vote on his behalf thereat, should complete, sign and return the accompanying proxy form in accordance with the instructions printed thereon. A Depositor that has appointed a proxy to attend and vote at the EGM on his behalf may attend and vote in person at the EGM if he so wishes and in such case, the instrument appointing a proxy shall be deemed revoked.
3. If a proxy is appointed, the proxy form must be deposited at the office of the Company's Share Transfer Agent in Singapore, KCK CorpServe Pte. Ltd., at 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721, not less than 48 hours before the time set for holding the EGM.