



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 Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fifth Annual General Meeting of Sunshine Holdings Limited will be held at Pan Pacific Hotel, Room Ocean 7, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on Monday, April 26, 2010 at 9:30 a.m., to transact the following business:

Ordinary Business

- To receive and adopt the Audited Financial Statements for the financial year ended December 31, 2009 together with the Directors' Report and the Auditors' Report thereon. **(Resolution 1)**
 - To approve payment of Directors' Fee of \$200,000 (2008: \$180,000) for the year ending December 31, 2010. **(Resolution 2)**
 - To re-elect Mr Guo Yinghui, a Director retiring under Articles 86 (1) and (2) of the Articles of Association of the Company. **(Resolution 3)**
 - To re-elect Mr Li Bin, a Director retiring under Articles 86 (1) and (2) of the Articles of Association of the Company. **(Resolution 4)**
 - To re-elect Mr Ning Jincheng, a Director retiring under Articles 86 (1) and (2) of the Articles of Association of the Company. **(Resolution 5)**
- Mr Ning Jincheng will, upon re-election as Director of the Company, remain as member of the Audit Committee and will be considered independent for the purposes of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"). He will continue as the Chairman of the Nominating Committee and a member of the Remuneration Committee.
- To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company and to authorise the Directors to re-negotiate and agree on their remuneration. **(Resolution 6)**

As Special Business

To consider, and if thought fit, to pass the following Ordinary Resolutions (with or without amendments): -

- Authority to allot and issue shares
"a) That pursuant to 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:
(i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise;
(ii) 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;
(iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues; and
b) (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
(i) 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 fifty per cent (50%) of the total number of issued shares, 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 twenty per cent (20%) of the total number of issued shares excluding treasury shares, and for the purpose of this resolution, the total number of issued shares excluding treasury shares shall be the Company's total number of issued shares excluding treasury shares at the time this resolution is passed, after adjusting for;
(a) new shares arising from the conversion or exercise of convertible securities, or
(b) 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
(c) any subsequent bonus issue, consolidation or subdivision of the Company's shares, and
(ii) such authority shall, unless revoked or varied by the Company at a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier." **(Resolution 7)**
(See Explanatory Note 1)
- Authority to offer and grant options and issue shares pursuant to the Sunshine Employee Share Option Scheme**
"That authority be and is hereby given to the Directors of the Company to offer and grant options from time to time in accordance with the provisions of the Sunshine Employee Share Option Scheme (the "Scheme"), and, pursuant to Section 161 of the Companies Act, Chapter 50, to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Scheme, provided that the aggregate number of shares to be issued pursuant to the Scheme shall not exceed fifteen per cent (15%) of the total number of issued share capital of the Company from time to time, as determined in accordance with the provisions of the Scheme." **(Resolution 8)**
(See Explanatory Note 2)

Any Other Business

- To transact any other business which may be properly transacted at an Annual General Meeting.

By Order of the Board

Foo Soon Soo
Yeo Tze Khern
Joint Company Secretaries
Singapore, April 9, 2010

Explanatory Notes on Special Business to be transacted: -

- Resolution 7, if passed, will empower the Directors of the Company from the date of the above Meeting until the next Annual General Meeting to issue shares and convertible securities in the Company up to an amount not exceeding in aggregate fifty per cent (50%) of the total number of issued shares excluding treasury shares 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 twenty per cent (20%) of the total number of issued shares excluding treasury shares of the Company at the time the resolution is passed, for such purposes as they consider would be in the interests of the Company. The total number of issued shares excluding treasury shares of the Company for this purpose shall be the total number of issued shares excluding treasury shares 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 bonus issue, 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 next Annual General Meeting of the Company.
- Resolution 8, if passed, will empower the Directors to offer and grant options under the Scheme and to issue from time to time such number of shares in the capital of the Company pursuant to the exercise of such options under the Scheme subject to such limits or sub-limits as prescribed in the Scheme.

Note:-

- A Member of the Company (other than the Central Depository (Pte) Limited ("CDP") entitled to attend and vote at the above meeting and who is holder of two or more shares shall be entitled to appoint not more than two proxies to attend and vote in his stead by completing and signing the Member Proxy Form. A proxy need not be a member of the Company.
- The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing; or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in the behalf.
- An individual Depositor whose name is shown in the records of the CDP as at a time not earlier than forty-eight (48) hours, may attend as a CDP's proxy and shall not be required to lodge any proxy form. A Depositor may appoint a nominee(s) to attend and vote in his stead by completing and signing the Depositor Proxy Form. Where a Depositor(s) is a corporation and wishes to be represented at the Meeting, it must nominate an appointee(s) to attend and vote as a proxy for CDP at the Meeting in respect of the number of the Depositor(s) Shares.
- In the case where an instrument of proxy appoints more than one proxy (including the case when a Depositor Proxy Form is used), the proportion of the shareholding concerned (expressed of as a percentage of the whole) to be represented by each proxy shall be specified in the Instrument of proxy and if no percentage is specified, the first named proxy shall be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- The Member Proxy Form and Depositor Proxy Form must be lodged at the office of the Company's Singapore Share Transfer Agent, KCK CorpServe Pte. Ltd. at 333 North Bridge Road, #08-00 KH KEA Building, Singapore 188721, not less than forty-eight (48) hours before the Meeting.