



SUNSHINE HOLDINGS LIMITED  
阳光控股有限公司

## SUNSHINE HOLDINGS LIMITED

(Company Registration No. CT-140095)  
(Incorporated in the Cayman Islands)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (*EGM*) of Sunshine Holdings Limited (*Company*) will be held at 9:30 a.m. on 20 November 2009 at Concorde Hotel, Studio 2, 3<sup>rd</sup> level, 100 Orchard Road, Singapore 238840, for the purpose of considering and, if thought fit, passing, with or without modifications, the following as ordinary resolutions:-

#### ORDINARY RESOLUTIONS

##### 1. DISPOSAL MANDATE

THAT approval be and is hereby given to the Directors to effect the Disposal in accordance with the terms of the Settlement Agreements and the Directors and each of them are hereby authorised to do, take, enter into, and complete such steps and arrangements in connection with, relating to or arising from the matters contemplated herein as they or he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to such matters and this Resolution as they or he may in their or his absolute discretion deem fit.

##### 2. PROPOSED SHARE ISSUE

THAT approval be and is hereby given to the Directors to issue the Consideration Shares as part payment to the Lenders pursuant to the terms of the FA Settlement Agreement, and the Directors and each of them are hereby authorised to do, take, enter into, and complete such steps and arrangements in connection with, relating to or arising from the matters contemplated herein as they or he may consider necessary, desirable, expedient, incidental or in the interests of the Company to give effect to such matters and this Resolution as they or he may in their or his absolute discretion deem fit.

All capitalised terms used in this Notice which are not defined herein shall have the same meanings ascribed to them in the Circular to Shareholders dated 4 November 2009.

#### By Order of the Board

**Guo Yinghui**

Chairman

4 November 2009

#### Notes:

1. With the exception of the CDP (who may appoint more than two proxies), a member of the Company who is entitled to attend and vote at the EGM is entitled to appoint no more than two 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 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.