



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 (the “**EGM**”) of the shareholders of Sunshine Holdings Limited (the “**Company**”) will be held on April 26, 2010 at 10:00 a.m. or immediately following the completion of the Annual General Meeting of the Company to be held at 9:30 a.m. at Pan Pacific Hotel, Room Ocean 7, Level 2, 7 Raffles Boulevard, Marina Square, Singapore 039595 on Monday, April 26, 2010, for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

#### ORDINARY RESOLUTION

##### PROPOSED SHARE BUYBACK MANDATE

That:

- (a) for the purposes of the Listing Manual of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), and pursuant to Bye-law 3(2), the Directors of the Company be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the issued ordinary shares fully paid in the capital of the Company (the “**Shares**”) not exceeding in aggregate the Prescribed Limit (as hereafter defined) during the Relevant Period or within any one financial year of the Company, whichever is the earlier, at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market purchases (“**Market Purchases**”), transacted on the SGX-ST through Quest-ST or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- (ii) off-market purchase(s) (“**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 may consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Cayman Companies Law and the Listing Rules;
- (the “**Share Buyback Mandate**”);
- (b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
- (i) the conclusion of the next annual general meeting of the Company (“**AGM**”) or the date by which such AGM is required by law to be held;
- (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buyback Mandate are carried out to the full extent mandated; or
- (iii) the date on which the authority contained in the Share Buyback Mandate is varied or revoked by ordinary resolution of the Company in general meeting;
- (c) in this Resolution:
- “**Maximum Price**” in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
- (i) in the case of a Market Purchase: one hundred and five per cent (105%) of the Average Closing Price;
- (ii) in the case of an Off-Market Purchase: one hundred and twenty per cent (120%) of the Highest Last Dealt Price, where:
- “**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, preceding the day of the Market Purchase, and deemed to be adjusted for any corporate action that occurs after the relevant five (5)-day period;
- “**Highest Last Dealt Price**” means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and
- “**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company stating 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; and
- “**Prescribed Limit**” means that number of issued Shares representing ten per cent (10%) of the issued ordinary share capital of the Company as at the date of passing of this Resolution unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Cayman Companies Law, at any time during the Relevant Period or within any one financial year of the Company, whichever is the earlier, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered;
- “**Relevant Period**” means the period commencing from the date on which the EGM is held and expiring on the date the next AGM is held or is required by law to be held, whichever is the earlier, after the date of this Resolution; and
- (d) the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.

By Order of the Board

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

#### Notes:

- 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 (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- 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.
- 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.