



SUNSHINE HOLDINGS LIMITED
阳光控股有限公司

SUNSHINE HOLDINGS LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Third Annual General Meeting of Sunshine Holdings Limited will be held at the Carlton Hotel Singapore, Empress Room 1 (Level 2), 76 Bras Basah Road, Singapore 189558, on Tuesday, 29 April 2008 at 9.00 a.m., to transact the following business:

Ordinary Business

- To receive and adopt the Directors' Report and Audited Financial Statements for the financial year ended 31 December 2007 and the Auditors Report thereon. (Resolution 1)
- To approve payment of Directors' Fee of \$180,000 for the year ending 31 December 2008(2007: \$180,000). (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 Ho Wah Onn, a Director retiring under Articles 86 (1) and (2) of the Articles of Association of the Company.(Resolution 4)
Mr Ho Wah Onn will, upon re-election as Director of the Company, remain as a 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 also remain as Chairman of the Remuneration Committee.
- 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 a member of the Audit Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST. He will also remain as Chairman of the Nominating Committee and a member of the Remuneration Committee.
- To re-elect Mr Li Bin, a Director retiring under Articles 85 (1) and (2) of the Articles of Association of the Company. (Resolution 6)
- To re-appoint Deloitte & Touche as Auditors of the Company and to authorise the Directors to fix their remuneration. (Resolution 7)

As Special Business

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

8. Authority to allot and issue shares

- "That, pursuant to the provisions of the Company's Articles of Association and the listing rules of the 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
 - 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 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 20% of the total number of issued shares, and for the purpose of this resolution, the total number of issued shares shall be the Company's total number of issued shares 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 bonus issue, consolidation or subdivision of the Company's shares, and
 - 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 8)

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

By Order of the Board

Ms Foo Soon Soo/Mr Ngai Kok Hoong
Joint Company Secretaries
Singapore, 14 April 2008

Explanatory Notes on Special Business to be transacted: -

The ordinary resolution 8 proposed in item 8 is to authorise 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 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 SGX-ST 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.

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.
- A 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.
- 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.

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 29 April 2008 at 10.00 a.m (or such time immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 9.00 a.m. on the same day and at the same place) at Carlton Hotel Singapore, Empress Room 1 (Level 2), 76 Bras Basah Road, Singapore 189588 for the purposes of considering and, if thought fit, passing (with or without modifications) the following ordinary resolutions:

RESOLUTION 1 (ORDINARY RESOLUTION)

The Proposed amendments to the Existing Rules of the Sunshine Employee Share Option Scheme

That approval be and is hereby given to amend the existing rules (the "Existing Rules") of the Sunshine Employee Share Option Scheme (the "ESOS") in accordance with the proposed amendments as set out in the Annexure to the circular to shareholders dated 14 April 2008 (the "Circular").

RESOLUTION 2 (ORDINARY RESOLUTION)

Proposed amendments to the terms of the existing options granted under the ESOS to employees of the Group

That subject to and contingent upon the passing of Ordinary Resolution 1:

- the terms of the existing options granted under the ESOS to employees of the Group be amended in the manner described in paragraph 2.5 of the Circular; and
- the Directors be and are hereby authorised to offer and grant options in accordance with the rules of the ESOS and to allot and issue from time to time such number of shares in the share capital of the Company as may be required to be issued pursuant to the exercise of the options under the ESOS.

RESOLUTION 3 (ORDINARY RESOLUTION)

Proposed amendments to the terms of the proposed grant of options to Mr Guo Yinghui, a Controlling Shareholder

That subject to and contingent upon the passing of the Ordinary Resolution 1, the terms of the proposed grant of option be amended in the manner described in paragraph 2.6 of the Circular.

BY ORDER OF THE BOARD

Sunshine Holdings Limited

Foo Soon Soo
Ngai Kok Hoong
Joint Company Secretaries

14 April 2008

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 proxies to attend the meeting and vote in his stead. A proxy need not be a member of the Company.
- A Depositor whose name is shown in the records of CDP as at a time not earlier than 48 hours prior to the time of the EGM, may attend as CDP's proxy. Depositors who are individuals and who wish to attend the EGM in person need not take any further action and can attend and vote at the EGM without the lodging of any proxy form. A Depositor who is (i) an individual but is unable to attend the EGM personally and wish to appoint a nominee(s) to attend and vote, or (ii) a corporation, must complete and sign the Depositor Proxy Form included with this Circular and deposit the said proxy form in accordance with the instructions in paragraph 3 below.
- All proxy forms must be lodged 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 appointed for holding the EGM.