

# 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 “**First EGM**”) of the shareholders of Sunshine Holding Limited (the “**Company**”) will be held at Mandarin Court A, 4th Floor Grand Tower, Meritus Mandarin Hotel, 333 Orchard Road, Singapore 238867 on 30 April 2007 at 11.00 a.m. (or such time immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 10.30 a.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing with or without modifications, the following Ordinary Resolutions:

### ORDINARY RESOLUTIONS

#### 1. The Sunshine Employee Share Option Scheme

**That** the share option scheme to be known as the Sunshine Employee Share Option Scheme (the “Scheme”), the rules of which have been set out in the circular to Shareholders dated 14 April 2007 (the “Circular”), be and is hereby approved and adopted substantially in the form set out in the rules of the Scheme, and the Directors of the Company be and are hereby authorised:

- (a) to establish and administer the Scheme;
- (b) to modify and/or amend the Scheme from time to time provided that such modifications and/or amendments are effected in accordance with the provisions of the Scheme and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Scheme; and
- (c) to offer and grant options in accordance with the rules of the Scheme and 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 the options under the Scheme.

#### 2. Offer of Options at a Discount

**That** subject to and contingent upon the passing of Ordinary Resolution 1, the Directors of the Company be and are hereby authorised to offer and grant options in accordance with the rules of the Scheme with exercise prices set at a discount to the Market Price (as defined in the Circular), provided that such discount does not exceed the relevant limits set by the Singapore Exchange Securities Trading Limited.

#### 3. Participation in the Scheme by Mr Guo Yinghui

**That** subject to and contingent upon the passing of Ordinary Resolution 1, the participation of Mr Guo Yinghui, a Controlling Shareholder (as defined in the Circular) of the Company, in the Scheme be and is hereby approved.

**4. Grant of Option to Mr Guo Yinghui, a Controlling Shareholder and Director of the Company**

**That** subject to and contingent upon the passing of Ordinary Resolutions 1 and 3, approval be and is hereby given for an option to be granted to Mr Guo Yinghui in respect of up to 12,480,000 ordinary shares of S\$0.0625 each in the capital of the Company (the "Shares") pursuant to the Scheme and that the Board of Directors be and are hereby authorised to allot and issue the Shares pursuant to the exercise of the option at a price equal to the Market Price (as defined in the Circular).

**5. Authorisation to Issue And Allot the Conversion Shares Upon Full Conversion of the Convertible Bonds Issued by the Company on 5 December 2006, and Additional Shares to Provide for Any Adjustment to the Conversion Price of These Convertible Bonds**

**That** subject to compliance with the relevant laws and regulations of the Cayman Islands, for the purposes of providing for the issue and allotment of Shares (the "Conversion Shares") from time to time pursuant to the conversion of the convertible bonds issued by the Company on 5 December 2006 (the "Convertible Bonds"), and any anti-dilutive adjustments to the conversion price of the Convertible Bonds (the "Conversion Price"),

- (a) the Directors be and are hereby authorised to issue and allot such number of Shares in the Company at any time, upon such terms and conditions, and for such purposes and to such persons as the Directors may, in their absolute discretion, determine, provided that such issue and allotment be carried out to provide for the Shares to be issued and allotted upon full conversion of the Convertible Bonds; and
- (b) the Directors be and are hereby authorised to issue and allot such number of additional Shares (the "Additional Shares") in the Company at any time, upon such terms and conditions, and for such purposes and to such persons as the Directors may, in their absolute discretion, determine, pursuant to the conversion of the Convertible Bonds; and
- (c) the Directors be and are hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be necessary or expedient for the purposes of giving effect to this Ordinary Resolution.

BY ORDER OF THE BOARD

Foo Soon Soo  
Stephen Yeo Soon Hock  
Joint Company Secretaries  
Date: 14 April 2007

**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 First 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.
- 2. 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 First EGM, may attend as CDP's proxy. Depositors who are individuals and who wish to attend the First EGM in person need not take any further action and can attend and vote at the First EGM without the lodgment of any proxy form. A Depositor who is (i) an individual but is unable to attend the First 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 attached to this circular and deposit the said proxy form in accordance with the instructions in paragraph 3 below.
- 3. All proxy forms must be lodged at the office of the Company's Share Transfer Agent in Singapore, KCK CorpServe Pte Ltd, at 47 Hill Street, #06-02, Singapore Chinese Chamber of Commerce and Industry Building, Singapore 179365 not less than 48 hours before the time appointed for holding the First EGM.