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世紀陽光

CENTURY SUNSHINE GROUP HOLDINGS LIMITED

世紀陽光集團控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 509)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Century Sunshine Group Holdings Limited (世紀陽光集團控股有限公司) (the “**Company**”) will be held at Vinson Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on 15 May 2009 at 3:00 p.m. for the following purposes:

As Ordinary Business

1. To receive and consider the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (“**Director(s)**”) and auditors for the year ended 31 December 2008.
2. To declare a final dividend of HK\$0.003 per share for the year ended 31 December 2008.
3.
 - (a) To elect Mr. Tang Ying Kit as an executive Director;
 - (b) To re-elect Mr. Kwong Ping Man, Mr. Chu Wai Wa, Fangus and Mr. Liu Hoi Keung, as independent non-executive Directors; and
 - (c) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
4. To re-appoint auditors and to authorise the Board to fix their remuneration.

As Special Business

5. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements, options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the general mandate in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d)(ii) below) or (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) or (iii) any grant or exercise of any option granted under any scheme or similar arrangement for the time being adopted for the grant or issue of options to subscribe for, or rights to acquire Shares or (iv) the exercise of any rights of subscription or conversion under any existing warrants, bonds, debentures, notes and other securities issued by the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:
 - (i) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (aa) the conclusion of the next annual general meeting of the Company;
 - (bb) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or

(cc) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(ii) “**Rights Issue**” means an offer of Shares or issue of options, warrants, or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities entitled to the offer) on a fixed record date in proportion to their then holdings of such Shares (or, where appropriate, such other securities), (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).”

6. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognized by The Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or requirements of the Stock Exchange or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company during the Relevant Period pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue and fully paid-up as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or

- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

- 7. To consider and, if thought fit, pass, with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the passing of resolutions numbered 5 and 6 as set out in the notice convening the meeting of which this resolution forms part, the general mandate granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares pursuant to the said resolution numbered 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to the said resolution numbered 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the said resolution numbered 6.”

- 8. To consider and, if thought fit, pass, with or without amendments, the following resolution as a special resolution of the Company:

- (A) “**THAT** the Memorandum of Association of the Company be and is hereby amended to reflect change to company name by deleting paragraph 1 in its entirety and substituting therefor the following:–

- 1. The name of the Company is Century Sunshine Group Holdings Limited 世紀陽光集團控股有限公司.”

- (B) “**THAT** the Articles of Association of the Company be amended in the following manner:–

- (a) Article 2(1)

- (i) By inserting the definition of “business day” immediately after the definition of “Board” or “Directors as follows:–

“business day” any day on which The Stock Exchange of Hong Kong Limited is open for business of dealing in securities. For the avoidance of doubt, where the Designated Stock Exchange is closed for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Articles be counted as a business day.

- (ii) By deleting the definition of “Company” in its entirety and substituting therefor the following:–

“Company” Century Sunshine Group Holdings Limited (世紀陽光集團控股有限公司).

- (iii) By deleting the definition of “ordinary resolution” in its entirety and substituting therefor the following:–

“ordinary resolution” a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with these Articles.

- (iv) By deleting the definition of “special resolution” in its entirety and substituting therefor the following:–

“special resolution” a resolution shall be a special resolution when it has been passed by a majority of not less than three-fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with these Articles.

(b) Article 10

- (i) By inserting the word “and” immediately after Article 10(a);
- (ii) By deleting “on a poll” and “; and” of Article 10(b); and
- (iii) By deleting Article 10(c) in its entirety.

(c) Article 59(1)

By deleting Article 59(1) its entirety and substituting therefor the following:–

59. (1) An annual general meeting shall be called by not less than twenty-one (21) clear days’ Notice or twenty (20) clear business days’ Notice (whichever is longer). Any general meeting at which the passing of a special resolution is to be considered shall be called by not less than twenty-one (21) clear days’ Notice or ten (10) clear business days’ Notice (whichever is longer). All other extraordinary general meetings may be called by not less than

fourteen (14) clear days' Notice or ten (10) clear business days' Notice (whichever is longer) but a general meeting may be called by shorter notice, subject to the Law, if permitted by the rules of the Designated Stock Exchange and it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Members having the right to attend and vote at the meeting, being a majority together holding not less than ninety-five per cent. (95%) in nominal value of the issued shares giving that right.

(d) Article 66

By deleting Article 66 its entirety and substituting therefor the following:–

66. Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy is under no obligation to cast all his votes in the same way.

(e) Article 67

By deleting Article 67 its entirety and substituting therefor the following:–

67. At any general meeting, a resolution put to the vote at the meeting shall be decided on a poll.

(f) Article 68

By deleting Article 68 its entirety and substituting therefor the following:–

68. The result of the poll shall be deemed to be the resolution of the meeting. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Designated Stock Exchange.

(g) Article 69

By deleting Article 69 its entirety and substituting therefor the following:–

69. A poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the chairman directs.

(h) Article 70

By deleting Article 70 its entirety and substituting therefor the following:–

70. Any question of adjournment shall be decided at the meeting and without adjournment.

(i) Article 71

By deleting “On a poll” of Article 71.

(j) Article 72

By deleting “on a poll” of Article 72.

(k) Article 73

By deleting “, whether on a show of hands or on a poll” of Article 73.

(l) Article 75

By deleting “, whether on a show of hands or on a poll,” from the end of the third line, “on a poll” on the sixth line and “or poll” on the last line of Article 73.

(m) Article 80

By deleting “or on a poll demanded at a meeting or an adjourned meeting” of Article 80.

(n) Article 81

By deleting “to demand or join in demanding a poll and” of Article 81.

(o) Article 84(2)

By deleting “including the right to vote individually on a show of hands” of Article 84(2).

(p) Article 161

(i) By deleting “Any” at the beginning of Article 161 and substituting therefor “Except as otherwise provided in these Articles, any”;

- (ii) by inserting “or the website of the Designated Stock Exchange” immediately after “by placing it on the Company’s website”; and
 - (iii) by inserting “Notwithstanding the foregoing, the Company may deem consent on the part of a Member to a corporate communication being made available to him on the Company’s website if such deemed consent is permitted by the rules of the Designated Stock Exchange and the Company complies with any procedure that may be required by the Designated Stock Exchange.” at the end of Article 161.
- (q) Article 162(b)
- (i) By inserting “or the website of the Designated Stock Exchange” immediately after “by placing it on the Company’s website”; and
 - (ii) by inserting “or such later time as may be prescribed by the rules of the Designated Stock Exchange or any applicable laws or regulations” at the end of Article 162(b).
- (C) “**THAT** the new restated and consolidated memorandum and articles of association of the Company, a copy of which have been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, consolidating all of the proposed amendments referred to in resolution numbered 8(A) and (B) above and, where applicable, all previous amendments made in compliance with applicable laws in the form produced to this meeting, be and are hereby approved and adopted with immediate effect in replacement of the existing memorandum and articles of association of the Company.”

By Order of the Board
Tang Ying Kit
Company Secretary

Hong Kong, 9 April 2009

Head office and Principal place of business:
Unit 3907, 39/F
COSCO Tower
183 Queen’s Road Central
Hong Kong

Registered Office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Notes:

- (1) Any shareholder entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is a holder of two or more Shares may appoint more than one proxy to attend and vote on the same occasion. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting at the annual general meeting or any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (4) Where there are joint registered holders of any Share(s), any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such Share(s) as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting or any adjourned meeting thereof (as the case may be), the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (5) An explanatory statement regarding the general mandate for the repurchase of Shares sought in resolution numbered 6 is set out in Appendix I to the circular of the Company dated 9 April 2009 of which this notice forms part.

As at the date of this announcement, the Directors are:—

Executive Directors:

Mr. Chi Wen Fu, Mr. Shum Sai Chit and
Mr. Zhou Xing Dun

Non-executive Directors:

Ms. Wong May Yuk and Ms. Chi Bi Fen

*Independent non-executive
Directors:*

Mr. Kwong Ping Man, Mr. Chu Wai Wa, Fangus and
Mr. Liu Hoi Keung