



世紀陽光

CENTURY SUNSHINE ECOLOGICAL TECHNOLOGY HOLDINGS LIMITED

世紀陽光生態科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 509)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Century Sunshine Ecological Technology Holdings Limited 世紀陽光生態科技控股有限公司 (the “**Company**”) will be held at Unit 3907, COSCO Tower, 183 Queen’s Road Central, Hong Kong on 3 December 2008 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, to pass with or without amendments, the following resolutions as ordinary resolutions of the Company:–

1. “**THAT** conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the shares in the capital of the Company (the “**Shares**”) which may fall to be issued pursuant to the share option scheme (a copy of which is produced to the meeting marked “A” and signed by the Chairman of this meeting for the purpose of identification) (the “**Share Option Scheme**”), the Share Option Scheme be and is hereby approved and adopted by the Company and the directors of the Company be and are hereby authorized to grant options and to allot, issue and deal with the Shares pursuant to the exercise of any option granted thereunder and to take such steps and do such acts and to enter into such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme.”
2. “**THAT** SHINEWING (HK) CPA Limited be and is hereby appointed as auditors of the Company to fill the vacancy following the resignation of PricewaterhouseCoopers, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorized to fix their remuneration.”

SPECIAL RESOLUTION

To consider and, if thought fit, to pass with or without amendments, the following resolution as special resolution of the Company:—

3. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the name of the Company be and is hereby changed from “Century Sunshine Ecological Technology Holdings Limited (世紀陽光生態科技控股有限公司)” to “Century Sunshine Group Holdings Limited (世紀陽光集團控股有限公司)”, and the directors of the Company be and are hereby authorised to do all things and sign or execute all documents on behalf of the Company which may in their opinion be necessary or desirable for the purpose of giving effect to the change of the name of the Company.”

By Order of the Board

Tang Ying Kit

Company Secretary

Hong Kong, 10 November 2008

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 of the Company 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 of the Company who is a holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. 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 of attorney 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 extraordinary 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.

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

Executive Directors: *Mr. Chi Wen Fu, Mr. Shum Sai Chit and Professor Zhou Xing Dun*

Non-executive Directors: *Ms. Wong May Yuk, Mr. Wu Wen Jing, Benjamin and Ms. Chi Bi Fen*

Independent non-executive Directors: *Mr. Kwong Ping Man and Mr. Chu Wai Wa, Fangus*