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世纪阳光

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: 8276)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Century Sunshine Ecological Technology Holdings Limited (the “Company”) will be held at Unit 3907, Cosco Tower, 183 Queen’s Road Central, Hong Kong on 1st December 2006 at 9:30 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions:-

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of the Company as subdivided (the “Subdivided Shares”) pursuant to the Share Subdivision (as defined hereinafter) and the Subdivided Shares to be issued pursuant to the exercise of the options granted or to be granted in accordance with the Company’s share option scheme, every one issued and unissued share of HK\$0.10 each in the capital of the Company be and is hereby subdivided into five shares of HK\$0.02 each (the “Share Subdivision”) with effect from the trading day (being a day on which The Stock Exchange of Hong Kong Limited is opened for the business of dealing in securities) immediately following the day on which this resolution is passed and that the directors of the Company be and are hereby authorized to do all acts and/or things and execute all deeds, instruments or documents as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Subdivision and any transactions in connection with or incidental to the Share Subdivision.”

SPECIAL RESOLUTION

“**THAT** the existing articles of association of the Company be amended as follows with immediate effect following the passing of this resolution:

(i) Article 66

(aa) By inserting the words “voting by way of poll is required by the rules of the Designated Stock Exchange or” after the words “a show of hands unless” in the third sentence.

(bb) By deleting the full stop at the end of Article 66(d) and substituting with a semi-colon and inserting the word “or” after the semi-colon.

(cc) By inserting the following new Article 66(e) after Article 66(d):-

“(e) if required by the rules of the Designated Stock Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”

(ii) Article 68

By deleting the second sentence in its entirety and substituting therefor the following:-

“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.”

(iii) Article 84(2)

By deleting the first sentence in its entirety and substituting therefor the following:-

“If a clearing house (or its nominee(s)), being a corporation, is a Member, it may authorise such persons as it thinks fit to act as its representatives at any meeting of the Company or at any meeting of any class of Members provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such representative is so authorised.”

(iv) Article 86(3)

By deleting the word “annual” after the words “Any director so appointed by the Board shall hold office only until the next following” in the second sentence.

(v) Article 86(5)

By deleting Article 86(5) in its entirety and substituting therefor the following new Article 86(5):-

“Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).”

(vi) Article 87

(aa) By deleting Article 87(1) in its entirety and substituting therefor the following:-

“87. (1) Notwithstanding any other provisions in the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years.”

(bb) By inserting the following wording after the words “eligible for re-election” in the first line of Article 87(2):—

“and shall continue to act as a Director throughout the meeting at which he retires.”

(cc) By deleting the last sentence of Article 87(2) in its entirety and substituting therefor the following:—

“Any Director appointed by the Directors pursuant to Article 86(3) shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation”

(vii) Article 92

By deleting the word “we” in the third sentence and substituting therefor the word “he”.

By Order of the Board

Tang Ying Kit

Company Secretary

Hong Kong, 7th November 2006

Notes:

- (1) Any member entitled to attend and vote at the extraordinary general meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the extraordinary general meeting of the Company. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy completed in accordance with the instructions set out therein, 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 Hong Kong share registrar, Tricor Investor Services Limited, at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting of the Company or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the extraordinary general meeting or any adjournment thereof should you so wish.
- (3) In the case of joint holders of any Share, any one of such joint holders may vote at the extraordinary general meeting of the Company, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting in person or by proxy, then one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.

As at the date hereof, the executive directors of the Company are Mr. Chi Wen Fu, Mr. Shum Sai Chit and Mr. Zhou Xing Dun; the non-executive directors are Ms. Zou Li, Ms. Wong May Yuk, Mr. Wu Wen Jing, Benjamin and Ms. Chi Bi Fen and the independent non-executive directors are Mr. Shen Yi Min, Mr. Cheung Sound Poon and Mr. Kwong Ping Man.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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