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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Sunshine 100 China Holdings Ltd, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Sunshine 100 China Holdings Ltd

陽光100中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2608)

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
DECLARATION AND PAYMENT OF FINAL DIVIDENDS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Sunshine 100 China Holdings Ltd to be held at 10:00 a.m. on Tuesday, 28 June 2016 at 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at Kennedy Room is set out on pages 25 to 30 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof should you so wish.

29 April 2016

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“2010 Agreement”	the concert party agreement dated 12 August 2010 entered into between Mr. Yi Xiaodi, Mr. Fan Xiaochong, Ms. Fan Xiaohua and Mr. Liao Chimei
“2013 Agreement”	the concert party agreement dated 1 August 2013 entered into among the Individual Controlling Shareholders
“Annual General Meeting”	the annual general meeting of the Company to be held at 10:00 a.m. on Tuesday, 28 June 2016 at 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at Kennedy Room or any adjournment thereof and notice of which is set out on pages 25 to 30 of this circular
“Articles of Association”	the articles of association of the Company adopted on 17 February 2014 and became effective on the Listing Date and as amended from time to time
“Associates”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Close Associates”	has the meaning ascribed thereto under the Listing Rules
“Company”	Sunshine 100 China Holdings Ltd, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules
“Core connected Person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company

DEFINITIONS

“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that the total number of Shares which may be allotted and issued under the Issue Mandate may be extended by an additional number of Shares representing the total number of Shares repurchased under the Repurchase Mandate
“Final Dividends”	the proposed final dividends of RMB5.89 cents per share as recommended by the Directors to Shareholders whose names appear on the register of member of the Company on Thursday, 7 July 2016
“FXC Family Trust”	the FXC Family Trust, a discretionary family trust established by Mr. Fan Xiaochong, the discretionary beneficiaries of which are Mr. Fan Xiaochong, his family members and other persons who may be added from time to time
“FXH Family Trust”	the FXH Family Trust, a discretionary family trust established by Ms. Fan Xiaohua, the discretionary beneficiaries of which are Ms. Fan Xiaohua, her family members and other persons who may be added from time to time
“Group”	the Company and its subsidiaries
“Harvest Well”	Harvest Well Holdings Limited (漢威控股有限公司), a company incorporated in the British Virgin Islands with limited liability on 9 March 2007
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“independent third party(ies)”	a person or a company who/which is or are independent of the Directors, the Controlling Shareholders, the Substantial Shareholders and the chief executive of the Company or its subsidiaries or their respective Associates
“Individual Controlling Shareholders”	Mr. Yi Xiaodi (易小迪), Mr. Fan Xiaochong (范小冲), Ms. Fan Xiaohua (范曉華), Mr. Jin Xiangfei (靳翔飛), Ms. Liu Chaohui (劉朝暉), Mr. Tian Feng (田豐) and Mr. Li Mingqiang (李明強), who are parties acting in concert pursuant to the 2013 Agreement

DEFINITIONS

“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with new Shares with a total number not exceeding 20% of the total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Jin Family Trust”	the Jin Family Trust, a discretionary family trust established by Mr. Jin Xiangfei, the discretionary beneficiaries of which are Mr. Jin Xiangfei, his family members and other persons who may be added from time to time
“Joywise”	Joywise Holdings Limited (樂昇控股有限公司), a company incorporated in the British Virgin Islands with limited liability on 8 January 2007
“Latest Practicable Date”	22 April 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Li Family Trust”	the Li Family Trust, a discretionary family trust established by Mr. Li Mingqiang, the discretionary beneficiaries of which are Mr. Li Mingqiang, his family members and other persons who may be added from time to time
“Liu Family Trust”	the Liu Family Trust, a discretionary family trust established by Ms. Liu Chaohui, the discretionary beneficiaries of which are Ms. Liu Chaohui, her family members and other persons who may be added from time to time
“Listing Date”	13 March 2014, being the date on which the Company became listed on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ming Fai”	Ming Fai International Limited (明輝國際有限公司), a company incorporated in the British Virgin Islands with limited liability on 4 July 2006
“PRC”	the People’s Republic of China

DEFINITIONS

“Prospectus”	the prospectus issued by the Company dated 27 February 2014
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares on the Stock Exchange with a total number not exceeding 10% of the total number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholders”	has the meaning ascribed thereto under the Listing Rules
“Sunshine Trust I”	the Sunshine Trust I, a discretionary investment collective trust established by the Individual Controlling Shareholders, the discretionary beneficiaries of which are the Individual Controlling Shareholders and other persons who may be added from time to time
“Sunshine Trust II”	the Sunshine Trust II, a discretionary collective trust established by the Individual Controlling Shareholders, the discretionary beneficiaries of which are three persons and other persons who may be added from time to time
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers

DEFINITIONS

“Tian Family Trust”	the Tian Family Trust, a discretionary family trust established by Mr. Tian Feng, the discretionary beneficiaries of which are Mr. Tian Feng, his family members and other persons who may be added from time to time
“Trustee”	Cititrust Private Trust (Cayman) Limited, the trustee of the Yi Family Trust, the FXC Family Trust, the FXH Family Trust, the Jin Family Trust, the Tian Family Trust, the Liu Family Trust, the Li Family Trust, the Sunshine Trust I and the Sunshine Trust II, and an independent third party
“Yi Family Trust”	the Yi Family Trust, a discretionary family trust established by Mr. Yi Xiaodi, the discretionary beneficiaries of which are Mr. Yi Xiaodi, his family members and other persons who may be added from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent



Sunshine 100 China Holdings Ltd

陽光100中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2608)

Executive Directors

Mr. Yi Xiaodi

Mr. Fan Xiaochong

Non-executive Directors

Ms. Fan Xiaohua

Mr. Wang Gongquan

Independent non-executive Directors

Mr. Gu Yunchang

Mr. Ng Fook Ai, Victor

Mr. Wang Bo

Registered office

190 Elgin Avenue

George Town, Grand Cayman

KY1-9005

Cayman Islands

Head office

Tower D, Floor 12

No. 2 Guang Hua Road

Beijing 100026

China

Principal place of business

in Hong Kong

18/F, Tesbury Centre

28 Queen's Road East

Wanchai

Hong Kong

29 April 2016

To the Shareholders,

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES
TO ISSUE SHARES AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
DECLARATION AND PAYMENT OF FINAL DIVIDENDS
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to give you the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (i) the grant to the Directors of general mandates to issue Shares and repurchase Shares; (ii) the re-election of retiring Directors; and (iii) the declaration and payment of the Final Dividends.

Pursuant to the ordinary resolutions passed at the annual general meeting of the Company on 26 June 2015, the Directors were granted (a) a general and unconditional mandate to allot, issue and deal with new Shares with an aggregate nominal value not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the annual general meeting; (b) a general and unconditional mandate to repurchase Shares on the Stock Exchange with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution at the annual general meeting; and (c) the power to extend the general mandate mentioned in (a) above by an amount representing the aggregate nominal value of the Shares purchased by the Company pursuant to the mandate to repurchase Shares referred to (b) above (up to 10% of the aggregate nominal value of the Shares in issue as at the date of passing of the relevant resolution at the annual general meeting).

The above general mandates will expire at the earliest of: (a) the conclusion of the Annual General Meeting; or (b) the expiration of the period within which the Company is required by the Companies Law or the Articles of Association to hold the Annual General Meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the Annual General Meeting.

ISSUE MANDATE

In order to ensure flexibility and discretion to the Directors, in the event that it becomes desirable to issue any Share, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for an Issue Mandate. At the Annual General Meeting, an ordinary resolution No. 9 will be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to allot, issue and deal with new Shares with a total number not exceeding 20% of the total number of Shares in issue as at the date of passing of the relevant resolution. As at the Latest Practicable Date, a total of 2,375,000,000 Shares were in issue. Subject to the passing of the proposed resolution No. 9 granting the Issue Mandate to the Directors and that no further Shares will be issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Issue Mandate to issue up to a maximum of 475,000,000 Shares. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

LETTER FROM THE BOARD

REPURCHASE MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution No. 10 will also be proposed to grant to the Directors a general and unconditional mandate to exercise the power of the Company to repurchase on the Stock Exchange, or on any other stock exchange on which the Shares may be listed, Shares with a total number not exceeding 10% of the total number of Shares in issue as at the date of passing of the relevant resolution. In addition, an ordinary resolution No. 11 will also be proposed at the Annual General Meeting to extend the Issue Mandate by an additional number of Shares representing the total number of Shares repurchased under the Repurchase Mandate.

The Repurchase Mandate and the Issue Mandate would expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; or (b) the expiration of the period within which the Company is required by the Companies Law or the Articles of Association to hold its next annual general meeting; or (c) when revoked or varied by ordinary resolution(s) of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the Listing Rules, the Company is required to give to its Shareholders all information which is reasonably necessary to enable Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the Annual General Meeting. An explanatory statement for such purpose is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 84(1) and 84(2) of the Articles of Association, Ms. Fan Xiaohua and Mr. Gu Yunchang shall retire from office, and being eligible, will offer themselves for re-election as the Directors at the Annual General Meeting.

In accordance with article 83(3) of the Articles of Association, Mr. Wang Gongquan and Mr. Wang Bo shall retire from office, and being eligible, will offer themselves for re-election as the Directors at the Annual General Meeting.

Particulars of the Directors who are subject to re-election at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

DECLARATION AND PAYMENT OF FINAL DIVIDENDS

The Board recommends the payment of the Final Dividends of RMB5.89 cents per Share totaling RMB139,910,000 for the year ended 31 December 2015. Approval is to be sought from the Shareholders for such payment of the Final Dividends. The Final Dividends will be declared in Renminbi and paid in its equivalent amount in Hong Kong Dollars, and the exchange rate for the Final Dividends will be the average middle exchange rate for the conversion of Renminbi into Hong Kong dollars as announced by the People's Bank of China for the five business days preceding the convening of the Annual General Meeting (excluding the date of the Annual General Meeting). The Final Dividends will be distributed and paid on or around 19 July 2016.

NOTICE OF THE ANNUAL GENERAL MEETING

Set out on pages 25 to 30 of this circular is the notice of the Annual General Meeting, at which, inter alia, resolutions will be proposed to Shareholders to consider and approve (i) the Issue Mandate; (ii) the Repurchase Mandate and the Extension Mandate; (iii) the re-election of the retiring Directors; and (iv) the declaration and payment of the Final Dividends.

FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the Shareholders who are entitled to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Friday, 24 June 2016 to Tuesday, 28 June 2016, both days inclusive. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents together with the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 23 June 2016.

For the purpose of determining the Shareholders who are entitled to the right of the Final Dividends, the register of members of the Company will be closed from Tuesday, 5 July 2016 to Thursday, 7 July 2016, both days inclusive. Only those shareholders whose names appear on the register of members of the Company on Thursday, 7 July 2016 will be entitled to the right of the Final Dividends. In order to qualify for receiving the Final Dividends, which must first be resolved and approved at the Annual General Meeting, all completed transfer documents together with the relevant share certificate must be returned to the Company's Hong Kong branch share registrar for registration, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Monday, 4 July 2016.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. Accordingly, each of the resolutions set out in the notice of the Annual General Meeting will be put to the vote by way of a poll.

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for every fully paid Share held. A Shareholder entitled to more than one vote needs not use all his votes or cast all the votes he uses in the same way.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate; the proposed re-election of the retiring Directors; and the declaration and payment of the Final Dividends are in the interest of the Group and the Shareholders as a whole.

The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board

Sunshine 100 China Holdings Ltd

Yi Xiaodi

Chairman and Executive Director

This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information as to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,375,000,000 Shares of nominal value of HK\$0.01 each.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 237,500,000 Shares, which represents 10% of the total number of Shares as at the date of passing of the resolution at the Annual General Meeting, during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the date by which the next annual general meeting of the Company is required to be held by the Companies Law or the Articles of Association; or (iii) the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

2. REASONS FOR THE REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for the purpose and in accordance with the Articles of Association, the Listing Rules and the Companies Law.

The Companies Law provides that the amount of capital repaid in connection with a share repurchase may be paid out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purposes of the repurchase or out of capital subject to and in accordance with the Companies Law. The amount of premium payable on repurchase may only be paid out of either the profits of the Company or out of the share premium account before or at the time the Shares are repurchased in the manner provided for in the Companies Law.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors consider that if the Repurchase Mandate were to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital and/or on the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2015, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

4. GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their Close Associates, currently intend to sell any Shares to the Company or its subsidiaries, if the Repurchase Mandate is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands (including the Companies Law).

No Core Connected Person has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is exercised.

5. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert depending on the level of increase of the shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, 1,382,335,012 Shares, representing approximately 58.20% of the issued share capital of the Company, were beneficially owned by Joywise.

Mr. Yi Xiaodi, Mr. Fan Xiaochong, Ms. Fan Xiaohua and Mr. Liao Chimei are parties to the 2010 Agreement. Each of the Individual Controlling Shareholders is a party to the 2013 Agreement. By virtue of the SFO, each of the Individual Controlling Shareholders and Mr. Liao Chimei are deemed to be interested in the Shares which the other parties to each of those agreements are interested in. Furthermore, the Individual Controlling Shareholders and Mr. Liao Chimei are parties acting in concert for the purpose of the Takeovers Code.

As such and by virtue of the SFO, each of the Individual Controlling Shareholders and Mr. Liao Chimei are deemed to be interested in the Shares which Joywise was interested in.

As at the Latest Practicable Date, the following Shareholders had interests in the Shares representing 10% or more of the issued share capital of the Company:

Name of Shareholder	Capacity in which interests are held	Interests in Shares	Approximate percentage of shareholding	Notes
Joywise	Beneficial owner	1,382,335,012	58.20%	
Ming Fai	Interest of a controlled corporation	1,382,335,012	58.20%	5
Harvest Well	Interest of a controlled corporation	1,382,335,012	58.20%	6
Fantasy Races Limited	Interest of a controlled corporation	1,382,335,012	58.20%	7
Mr. Yi Xiaodi	Persons acting in concert Interest of a controlled corporation Founder of a discretionary trust	1,382,335,012	58.20%	1, 2

Name of Shareholder	Capacity in which interests are held	Interests in Shares	Approximate percentage of shareholding	Notes
Mr. Fan Xiaochong	Persons acting in concert Interest of a controlled corporation Founder of a discretionary trust	1,382,335,012	58.20%	1, 3
Ms. Fan Xiaohua	Persons acting in concert Interest of a controlled corporation Founder of a discretionary trust	1,382,335,012	58.20%	1, 4
Mr. Jin Xiangfei	Persons acting in concert Interest of a controlled corporation Founder of a discretionary trust	1,382,335,012	58.20%	8
Ms. Liu Chaozhui	Persons acting in concert Interest of a controlled corporation Founder of a discretionary trust	1,382,335,012	58.20%	9
Mr. Tian Feng	Persons acting in concert Interest of a controlled corporation Founder of a discretionary trust	1,382,335,012	58.20%	10
Mr. Li Mingqiang	Persons acting in concert Interest of a controlled corporation Founder of a discretionary trust	1,382,335,012	58.20%	11
Trustee	Trustee Interest of a controlled corporation	1,382,335,012	58.20%	12
Mr. Liao Chimei	Persons acting in concert Interest of a controlled corporation	1,382,335,012	58.20%	13

Notes:

- (1) 40% of the issued share capital of Joywise is held by Ming Fai and 60% of the issued share capital of Joywise is held by Harvest Well. Both Ming Fai and Harvest Well are deemed under the SFO to be interested in the Shares held by Joywise. 72.4% of the issued share capital of each of Ming Fai and Harvest Well are held by Fantasy Races Limited. In light of the above, Fantasy Races Limited is deemed under the SFO to be interested in the Shares held by Joywise.

- (2) Mr. Yi Xiaodi is the founder of the Yi Family Trust. By virtue of the SFO, he is deemed to be interested in the Shares which Fantastic Magician Limited is interested in.

Mr. Yi Xiaodi is also one of the founders of the Sunshine Trust I. By virtue of the SFO, he is deemed to be interested in the Shares which Fantasy Races Limited is interested in.

Mr. Yi Xiaodi is one of the parties to each of the 2010 Agreement and the 2013 Agreement. By virtue of the SFO, he is deemed to be interested in the Shares which the other parties to each of those agreements are interested in.

In light of the above and the other notes, Mr. Yi Xiaodi is deemed under the SFO to be interested in the Shares held by Joywise.

- (3) Mr. Fan Xiaochong is the founder of the FXC Family Trust. By virtue of the SFO, he is deemed to be interested in the Shares which True Passion Limited is interested in.

Mr. Fan Xiaochong is also one of the founders of the Sunshine Trust I. By virtue of the SFO, he is deemed to be interested in the Shares which Fantasy Races Limited is interested in.

Mr. Fan Xiaochong is also the founder of the Sunshine Trust II. By virtue of the SFO, he is deemed to be interested in the Shares which Floral Crystal Limited is interested in.

Mr. Fan Xiaochong is one of the parties to each of the 2010 Agreement and the 2013 Agreement. By virtue of the SFO, he is deemed to be interested in the Shares which the other parties to each of those agreements are interested in.

In light of the above and the other notes, Mr. Fan Xiaochong is deemed under the SFO to be interested in the Shares held by Joywise.

- (4) Ms. Fan Xiaohua is the founder of the discretionary family trust, the FXH Family Trust. By virtue of the SFO, she is deemed to be interested in the Shares which Glorious Glory Limited is interested in.

Ms. Fan Xiaohua is also one of the founders of the Sunshine Trust I. By virtue of the SFO, she is deemed to be interested in the Shares which Fantasy Races Limited is interested in.

Ms. Fan Xiaohua is one of the parties to each of the 2010 Agreement and the 2013 Agreement. By virtue of the SFO, she is deemed to be interested in the Shares which the other parties to each of those agreements are interested in.

In light of the above and the other notes, Ms. Fan Xiaohua is deemed under the SFO to be interested in the Shares held by Joywise.

- (5) 40% of the issued share capital of Joywise is held by Ming Fai. Ming Fai is deemed under the SFO to be interested in the Shares held by Joywise.
- (6) 60% of the issued share capital of Joywise is held by Harvest Well. Harvest Well is deemed under the SFO to be interested in the Shares held by Joywise.
- (7) 72.4% of the issued share capital of each of Ming Fai and Harvest Well are held by Fantasy Races Limited.

In light of the above and notes 5 and 6, Fantasy Races Limited is deemed under the SFO to be interested in the Shares held by Joywise.

- (8) Mr. Jin Xiangfei is the founder of the Jin Family Trust. By virtue of the SFO, he is deemed to be interested in the Shares which Creative Goal Limited is interested in. Out of the other parties, three of them, namely, Mr. Yi Xiaodi, Mr. Fan Xiaochong and Ms. Fan Xiaohua, are deemed to be interested in the Shares which Mr. Liao Chimei is interested in by virtue of the 2010 Agreement.

Mr. Jin Xiangfei is one of the parties to the 2013 Agreement. By virtue of the SFO, he is deemed to be interested in the Shares which the other parties to that agreement are interested in.

In light of the above and the other notes, Mr. Jin Xiangfei is deemed under the SFO to be interested in the Shares held by Joywise.

- (9) Ms. Liu Chaohui is the founder of the Liu Family Trust. By virtue of the SFO, she is deemed to be interested in the Shares which Butterfly Fairy Limited is interested in. Out of the other parties, three of them, namely, Mr. Yi Xiaodi, Mr. Fan Xiaochong and Ms. Fan Xiaohua, are deemed to be interested in the Shares which Mr. Liao Chimei is interested in by virtue of the 2010 Agreement.

Ms. Liu Chaohui is one of the parties to the 2013 Agreement. By virtue of the SFO, she is deemed to be interested in the Shares which the other parties to that agreement are interested in.

In light of the above and the other notes, Ms. Liu Chaohui is deemed under the SFO to be interested in the Shares held by Joywise.

- (10) Mr. Tian Feng is the founder of the Tian Family Trust. By virtue of the SFO, he is deemed to be interested in the Shares which Happy Sunshine Limited is interested in.

Mr. Tian Feng is one of the parties to the 2013 Agreement. By virtue of the SFO, he is deemed to be interested in the Shares which the other parties to that agreement are interested in. Out of the other parties, three of them, namely, Mr. Yi Xiaodi, Mr. Fan Xiaochong and Ms. Fan Xiaohua, are deemed to be interested in the Shares which Mr. Liao Chimei is interested in by virtue of the 2010 Agreement.

In light of the above and the other notes, Mr. Tian Feng is deemed under the SFO to be interested in the Shares held by Joywise.

- (11) Mr. Li Mingqiang is the founder of the Li Family Trust. By virtue of the SFO, he is deemed to be interested in the Shares which Ultimate Triumph Investments Limited is interested in.

Mr. Li Mingqiang is one of the parties to the 2013 Agreement. By virtue of the SFO, he is deemed to be interested in the Shares which the other parties to that agreement are interested in. Out of the other parties, three of them namely, Mr. Yi Xiaodi, Mr. Fan Xiaochong and Ms. Fan Xiaohua, are deemed to be interested in the Shares which Mr. Liao Chimei is interested in by virtue of the 2010 Agreement.

In light of the above and the other notes, Mr. Li Mingqiang is deemed under the SFO to be interested in the Shares held by Joywise.

- (12) The Trustee is the trustee under the Yi Family Trust, the FXC Family Trust, the FXH Family Trust, the Jin Family Trust, the Tian Family Trust, the Liu Family Trust, the Li Family Trust, the Sunshine Trust I and the Sunshine Trust II. For details of these trusts, please refer to “History, Reorganization and Group Structure – Establishment of Offshore Trusts” in page 121 to page 122 of the Prospectus.

In light of the above and notes 5 and 6, the Trustee is deemed under the SFO to be interested in the Shares held by Joywise.

- (13) Mr. Liao Chimei is one of the parties to the 2010 Agreement. By virtue of the SFO, he is deemed to be interested in the Shares which the other parties to that agreement (namely, Mr. Yi Xiaodi, Mr. Fan Xiaochong and Ms. Fan Xiaohua) are interested in. By virtue of the 2013 Agreement, Mr. Yi Xiaodi, Mr. Fan Xiaochong and Ms. Fan Xiaohua are deemed to be interested in the Shares which Mr. Jin Xiangfei, Ms. Liu Chaohui, Mr. Tian Feng and Mr. Li Mingqiang are interested in.

In light of the above and the other notes, Mr. Liao Chimei is deemed under the SFO to be interested in the Shares held by Joywise.

To the best of the knowledge and belief of the Company, no other person, together with his/her Close Associates, was beneficially interested in Shares representing 10% or more of the issued share capital of the Company as at the Latest Practicable Date.

In light of the above, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in the public hands. As the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

6. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company in the six months preceding the Latest Practicable Date.

7. SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange during each of the 12 calendar months preceding the Latest Practicable Date were as follows:

Month	Highest traded prices HK\$	Lowest traded prices HK\$
2015		
April	4.10	3.05
May	4.38	3.65
June	4.20	3.00
July	3.50	2.84
August	3.20	2.90
September	3.08	2.80
October	2.95	2.75
November	2.88	2.70
December	3.55	2.76
2016		
January	3.55	3.09
February	3.61	3.39
March	3.55	3.28
April (up to and including the Latest Practicable Date)	3.60	3.30

Source: Stock Exchange

The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:

NON-EXECUTIVE DIRECTORS

Ms. Fan Xiaohua (范曉華), aged 73, is a non-executive Director appointed by the Company on 20 September 2007. Ms. Fan joined the Group as a member of the senior management of Guangxi Vantone in 1994. She has been the director of the Group since August 2005 and was involved in the decision-making process and supervised internal auditing of the Company. Ms. Fan served as head of technology department, the deputy factory director and the factory director of Guangxi Nanning Chinese Medicine Pharmaceutical Factory (廣西南寧中藥廠) from 1979 to 1990, the chief deputy general manager of Nanning Pharmaceutical Group (南寧製藥企業集團) from 1991 to 1993 and has been the chairman and general manager of Guangxi Vantone Pharmaceutical Co., Ltd. (廣西萬通製藥有限公司) since 1993. Ms. Fan enjoys the life-long special allowance (終身享受國務院特殊津貼) which is an award granted by the State Council for experts and scholars who have outstanding contribution since 1993. She was honored as one of “Second Batch of Top Professional Talents in Nanning” (南寧市第二批專業技術拔尖人才) between 1991 and 1993. She obtained a bachelor’s degree in medicine from Nanjing Pharmacy College (南京藥學院) (currently known as China Pharmaceutical University (中國藥科大學)) in August 1967.

Ms. Fan, together with other Individual Controlling Shareholders, are interested in an aggregate of 94% shareholding interest in each of Ming Fai and Harvest Well, which hold 40% and 60% shareholding interest in Joywise, respectively. As at the Latest Practicable Date, 1,382,335,012 Shares, representing approximately 58.20% of the issued share capital of the Company, were beneficially owned by Joywise. Ms. Fan is deemed under the SFO to be interested in the Shares held by Joywise. Save as disclosed in Appendix I to this circular, as at the Latest Practicable Date, Ms. Fan did not have any interest in the shares of the Company or its associated companies within the meaning of with Part XV of the SFO. Accordingly, Ms. Fan is a Controlling Shareholder of the Company. Ms. Fan, through her 10% interest in each of Ming Fai and Harvest Well, which hold 40% and 60% interest in Joywise, respectively, is a Controlling Shareholder. Ms. Fan is the mother of Mr. Wu Lei, a member of the senior management team. Save as disclosed above, Ms. Fan is not related to any other Directors, Substantial Shareholders, Controlling Shareholders or senior management of the Company. She is not related to Mr. Fan Xiaochong, another executive Director. Ms. Fan has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years.

Ms. Fan has entered into a service contract with the Company under which she has agreed to act as a non-executive Director for an initial term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either Ms. Fan or the Company. Ms. Fan will receive a salary of HK\$240,000 annually plus a discretionary annual or semi-annual bonus which was determined by the Remuneration Committee with reference to salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any matters which need to be brought to the attention of the Shareholders in connection with Ms. Fan's re-election as a non-executive Director.

Mr. Wang Gongquan (王功權), aged 53, was appointed as a non-executive Director on 1 August 2015. Mr. Wang served as a partner of IDG Technology Venture Investments, LP (IDG技術創業投資基金) from 1999 to 2005, served as the managing partner and senior partner of Beijing Dinghui Venture Investment Advisory Company Limited (北京鼎暉創新投資顧問有限公司) from 2005 to 2011, and served as an independent director of China Digital TV Holding Co., Ltd. (中華數字電視控股有限公司), a company listed on the New York Stock Exchange (NYSE: STV) from 2007 to 2010. Mr. Wang obtained a bachelor's degree in engineering with major in management engineering from Jilin University of Technology (吉林工業大學) (currently known as Jilin University (吉林大學)) in 1984.

Mr. Wang currently does not hold any other positions with the Company or any of its subsidiaries. Mr. Wang has entered into a service contract with the Company under which he has agreed to act as a non-executive Director for an term of three years commencing from 1 August 2015, which may be terminated by not less than three months' notice in writing served by either Mr. Wang or the Company. Mr. Wang is entitled to a director's remuneration of HK\$240,000 per annum, which is determined and recommended by the Remuneration Committee with reference to salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

Save as disclosed above, Mr. Wang has not held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He is not related to any other Directors, Substantial Shareholders, Controlling Shareholders or senior management of the Company. As at the Latest Practicable Date, Mr. Wang did not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any other matters which need to be brought to the attention of the Shareholders in connection with Mr. Wang's re-election as a non-executive Director.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Gu Yunchang (顧雲昌), aged 71, was appointed as the independent non-executive Director on 17 February 2014. Mr. Gu currently serves as the executive chairman of the National Real Estate Business Alliance and the deputy director of the Housing Policy Expert Committee of the Ministry of Housing and Urban-Rural Development and had also been the secretary-general of the China Real Estate Association from 1998 to 2006 and the vice president of the China Real Estate Research Association from 2006 to 2013.

Mr. Gu formerly served at different positions in the Ministry of Construction of the PRC, including the deputy director at Policy Research Centre of Ministry of Construction from 1988 to 1998; and the Deputy Division Head and Division Head at Urban Residence Bureau of Ministry of Construction from 1982 to 1986.

Mr. Gu engaged in theory and policy research, market research and analysis concerning China real estate industry. In the 1980s, he participated in the policy research and formulation of China's city and village residential construction techniques, carrying on a State key project "2000 China", and won the First Class National Science Technology Advance Award in China twice. After joining the China Real Estate Association in 1998, he has been involved in promoting the development of the China real estate industry as well as undertaking the research and analysis of the national real estate market. He is also the main organizer of the China Real Estate Market Report, an annual analysis report issued by the China Real Estate Association. Mr. Gu was an independent non-executive director of Shimao Property Holdings Limited (SEHK stock code: 813) from April 2006 to May 2011, and an independent non-executive director of E-House (China) Holdings Limited (NYSE: EJ) from August 2008 to March 2014. Mr. Gu has been the independent non-executive director of Sino-Ocean Land Holdings Limited (SEHK stock code: 3377) from March 2007 to March 2016 and of CIFI Holdings (Group) Co. Ltd. (SEHK stock code: 884) since 2012. Mr. Gu has also been the independent director of COFCO Property (Group) Co., Ltd. (SZSE stock code: 000031) and Zhejiang Yasha Decoration Co., Ltd. (SZSE stock code: 002375) since April 2012 and May 2013, respectively. Mr. Gu obtained his qualification as a senior urban planner in April 1988 and qualification as a researcher specializing in residence and real estate in December 1999, both of which were certified by the Ministry of Construction. Mr. Gu obtained a bachelor's degree in Urban Planning from Tongji University in July 1966.

Save as disclosed above, Mr. Gu has not held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He is not related to any other Directors, Substantial Shareholders, Controlling Shareholders or senior management of the Company. As at the Latest Practicable Date, Mr. Gu did not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the SFO.

Mr. Gu currently does not hold any other positions with the Company or any of its subsidiaries. Mr. Gu has signed an appointment letter with the Company under which he has agreed to act as an independent non-executive Director for a term of three years with effect from the Listing Date, which may be terminated by not less than three months' notice in writing served by either Mr. Gu or the Company. Mr. Gu will receive a director's remuneration of HK\$240,000, which was determined by the Remuneration Committee with reference to salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

There is no other information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any matters which need to be brought to the attention of Shareholders in connection with Mr. Gu's re-election as an independent non-executive Director.

Mr. Wang Bo (王波), aged 57, was appointed as an independent non-executive Director on 1 August 2015. Mr. Wang served as a researcher in the 1989 World Bank Annual Report team in 1988, and served as a researcher in the Financial Policy and Systems Division of the World Bank from 1988 to 1994. He worked at the investment management department of China Securities Market Research and Design Center (中國證券市場研究設計中心投資管理部) from 1994 to 1995, and served as the chief economist of Vantone Group (萬通集團) and Beijing Vantone Industrial Co., Ltd. (北京萬通實業股份有限公司) from 1995 to 1997. From 1997 to 2014, he worked at Accenture (China) Co., Ltd. (埃森哲(中國)有限公司) and successively served as, inter alia, a management consulting manager, a senior manager, a global partner of Accenture, the general manager of management consulting of Greater China, the managing director of the government and medical business department of Greater China and the managing director of Greater China. Mr. Wang is a permanent director of China Mergers & Acquisitions Association (中國併購公會) and had served as an executive director of China Mergers & Acquisitions Association, the vice chairman of the China Enterprise Confederation Management Advisory Committee (中國企業聯合會管理諮詢委員會) and the chairman of the appraisal committee of "China M&A Awards" (中國併購專項獎). Mr. Wang obtained a bachelor's degree in economics with major in fiscal and financial studies from the School of Finance of Renmin University of China (中國人民大學財政系) in 1984 and a master's degree in economics with major in financial theory and international economics from Department of Economics of the American University (美利堅大學經濟系) in the United States in 1993.

Mr. Wang currently does not hold any other positions with the Company or any of its subsidiaries. Mr. Wang has signed an appointment letter with the Company under which he has agreed to act as an independent non-executive Director for a term of three years with effect from 1 August 2015, which may be terminated by not less than three months' notice served by either Mr. Wang or the Company. Mr. Wang is entitled to a director's remuneration of HK\$240,000 per annum, which is determined and recommended by the Remuneration Committee with reference to salaries paid by comparable companies, time commitment and responsibilities and employment conditions elsewhere in the Group.

Save as disclosed above, Mr. Wang has not held any directorship in any other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. He is not related to any other Directors, Substantial Shareholders, Controlling Shareholders or senior management of the Company. As at the Latest Practicable date, Mr. Wang did not have any interest in the shares of the Company or its associated companies within the meaning of Part XV of the SFO.

Save as disclosed above, there is no other information which is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there any other matters which need to be brought to the attention of the Shareholders in connection with Mr. Wang's re-election as an independent non-executive Director.



Sunshine 100 China Holdings Ltd

陽光100中國控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2608)

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “Annual General Meeting”) of Sunshine 100 China Holdings Ltd (the “Company”) will be held at 10:00 a.m. at 7th Floor, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong at Kennedy Room on Tuesday, 28 June 2016 to consider and, if thought fit, transact the following business:

ORDINARY BUSINESS

1. To receive and consider the consolidated audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the Company’s independent auditors for the year ended 31 December 2015;
2. To re-elect Ms. Fan Xiaohua as a non-executive director of the Company;
3. To re-elect Mr. Wang Gongquan as a non-executive director of the Company;
4. To re-elect Mr. Gu Yunchang as an independent non-executive director of the Company;
5. To re-elect Mr. Wang Bo as an independent non-executive director of the Company;
6. To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors;
7. To re-appoint KPMG as the Company’s auditors and to authorise the Board to fix their remuneration;
8. To approve and declare the payment of the final dividends (the “Final Dividends”) of RMB5.89 cents per share for the year ended 31 December 2015;

NOTICE OF THE ANNUAL GENERAL MEETING

and, as additional ordinary business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

9. **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares (each, a “Share”) of HK\$0.01 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of the aforesaid powers after the expiry of the Relevant Period;
- (c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the total number of Shares in issue on the date of the passing of this resolution; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares in issue on the date of the passing of this resolution),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of 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 of association of the Company or the applicable laws of the Cayman Islands to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the directors of the Company 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 outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

10. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase (or agree to repurchase) shares (each, a “Share”) of HK\$0.01 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the total number of the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the date of 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 of association of the Company or the applicable laws of the Cayman Islands to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
11. “**THAT** conditional on the passing of resolutions numbered 9 and 10 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 9 above be and it is hereby extended by the addition to the total number of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the total number of Shares repurchased or agreed to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 10 above.”

For and on behalf of the Board of
Sunshine 100 China Holdings Ltd

Yi Xiaodi

Chairman and Executive Director

Beijing, the PRC
29 April 2016

NOTICE OF THE ANNUAL GENERAL MEETING

Registered office:

190 Elgin Avenue
George Town, Grand Cayman
KY1-9005
Cayman Islands

Head office

Tower D, Floor 12
No. 2 Guang Hua Road
Beijing 100026
China

Principal place of business in Hong Kong

18/F, Tesbury Centre
28 Queen's Road East
Wanchai
Hong Kong

Notes:

- 1 A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more than one person as his proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
- 2 To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the above meeting or any adjourned meeting.
- 3 The register of members of the Company will be closed from Friday, 24 June 2016 to Tuesday, 28 June 2016, both dates inclusive, during which no transfer of shares will be effected. In order to qualify for attending and voting at the Annual General Meeting, all transfers of Shares, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 23 June 2016.

The register of members of the Company will be closed from Tuesday, 5 July 2016 to Thursday, 7 July 2016, both dates inclusive, during which no transfer of shares will be effected. In order to qualify for the Final Dividends must first be resolved and approved at the Annual General Meeting, all completed transfer documents together with the relevant share certificates must be returned to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 4 July 2016.
- 4 In relation to proposed resolution numbered 9 above, approval is being sought from the shareholders for the grant to the directors of a general mandate to authorise the allotment and issue of Shares under the Listing Rules. The directors have no immediate plans to issue any new Shares other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
- 5 In relation to proposed resolution numbered 10 above, the directors wish to state that they will exercise the powers conferred thereby to purchase Shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the Appendix I to this circular of which this notice of the Annual General Meeting forms part.

NOTICE OF THE ANNUAL GENERAL MEETING

- 6 In respect of ordinary resolutions numbered 2 to 5 above. Ms. Fan Xiaohua, Mr. Wang Gongquan, Mr. Gu Yunchang and Mr. Wang Bo shall retire, and being eligible, will offer themselves for re-election at the Annual General Meeting. Details of the above directors are set out in Appendix II to this circular, of which this notice of the Annual General Meeting forms part.
- 7 Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Annual General Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- 8 In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, 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 executive directors of the Company are Mr. Yi Xiaodi and Mr. Fan Xiaochong, the non-executive directors of the Company are Ms. Fan Xiaohua and Mr. Wang Gongquan, and the independent non-executive directors of the Company are Mr. Gu Yunchang, Mr. Ng Fook Ai, Victor and Mr. Wang Bo.