



**GFT HOLDINGS LIMITED**

**真樂發控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(stock code: 1003)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of GFT Holdings Limited (the “Company”) will be held at Tang Room II, 3/F., Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on Thursday, 28 June 2007 at the time immediately after the holding of the annual general meeting of the Company to be convened at 9:00 a.m. on the same day for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the execution of and the supplemental agreement dated 28 May 2007 (the “Second Supplemental Note Placing Agreement”) entered into between the Company and Hani Securities (H.K.) Limited (the “Placing Agent”), in relation to the amendments to the note placing agreement dated 24 January 2007 (the “Note Placing Agreement”) and the supplemental note placing agreement dated 9 February 2007 (the “Supplemental Note Placing Agreement”) entered into between the Company and the Placing Agent and the convertible note(s) (“Convertible Note(s)”) to be issued by the Company under the note placing pursuant to the Note Placing Agreement (as amended by the Supplemental Note Placing Agreement and the Second Supplemental Note Placing Agreement) in the aggregate principal amount of up to HK\$34,000,000 and at the conversion price of HK\$0.10 per share of the Company, a copy of which has been produced to this meeting marked “X” and signed by the chairman of this meeting for the purpose of identification, be and is hereby approved, confirmed and ratified and the transaction contemplated thereunder be and is hereby approved;
- (b) the issue of the Convertible Note(s) in the principal amount of up to HK\$34,000,000 contemplated and pursuant to the Note Placing Agreement (as amended by the Supplemental Note Placing Agreement and the Second Supplemental Note Placing Agreement) be and is hereby approved;
- (c) the issue and allotment of conversion shares of the Company to holders of the Convertible Note(s) contemplated and pursuant to the terms of the Convertible Note(s) (as amended by the Supplemental Note Placing Agreement and the Second Supplemental Note Placing Agreement) upon exercise of conversion rights under the Convertible Note(s) be and is hereby approved;

and any one Director be and is hereby approved to do such acts and execute such documents as he may consider necessary, desirable or expedient to carry out or give effect to or otherwise in connection with the Note Placing Agreement, the Supplemental Note Placing Agreement and the Second Supplemental Note Placing Agreement and the Convertible Note(s) to be issued by the Company and completion of the transactions contemplated thereunder.”

By Order of the Board  
**GFT HOLDINGS LIMITED**  
**Leung Wai Ho**  
*Chairman*

Hong Kong, 11 June 2007

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Head office and principal place of business in Hong Kong:*

Unit A9, 3/F., Block A  
Hong Kong Industrial Centre  
489-491 Castle Peak Road  
Kowloon, Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.
3. The instrument appointing a proxy and (if required by the board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the principal place of business of the Company in Hong Kong at Unit A9, 3/F., Block A, Hong Kong Industrial Centre, 489-491 Castle Peak Road, Kowloon, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid.

4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote, 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 be present at any 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, and 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 announcement, the Board comprises Mr. Leung Wai Ho, Mr. Wong Chung Shun and Mr. Ha Kee Choy, Eugene as executive directors and Mr. Chui Chi Yun, Robert, Mr. Lam Kwok Cheong and Mr. Lai Wing Leung, Peter as independent non-executive directors.*

*\* For identification purposes only*