



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 (the “**Meeting**”) of GFT Holdings Limited (the “**Company**”) to be held at Tang Room II, 3/F, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong at 10:00 a.m. on Friday, 23 November 2007 for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. “THAT:

- (a) the creation and issue by the Company of convertible bonds in the maximum aggregate principal sum of HK\$300,000,000 (the “**Convertible Bonds**”), convertible into 7,317,073,170 new shares of HK\$0.025 each in the share capital of the Company (the “**Shares**”) at the initial conversion price of HK\$0.041 per Share (subject to adjustment) upon the terms and conditions (the “**CB Conditions**”) contained in a placing agreement (the “**Placing Agreement**”) dated 3 October 2007 (as amended by a supplemental agreement dated 9 October 2007) (a copy of which has been produced to this meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) entered into between the Company and the placing agent, Get Nice Investment Limited in connection with the placing of the Convertible Bonds be and is hereby generally and unconditionally approved in all respects;
- (b) the Placing Agreement and all the transactions contemplated thereunder and all other matters of and incidental thereto or in connection therewith be and are hereby generally and unconditionally approved, ratified and confirmed in all respects and the directors (“**Directors**”) of the Company be and are hereby generally and unconditionally authorised to issue the Convertible Bonds on and subject to the terms of the Placing Agreement, to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which, in the opinion of the Directors, may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Placing Agreement and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of the CB Conditions) as are, in the opinion of the Directors, in the interest of the Company and its shareholders as a whole; and

** for identification purpose only*

- (c) the Directors be and are hereby generally and specifically authorised to (i) allot and issue such number of new Shares (the “**Special Mandate**”) as may be required to be allotted and issued upon exercise of the conversion right attaching to the Convertible Bonds approved to be issued under paragraph (a) of this resolution numbered (1) on and subject to the terms and conditions of the Placing Agreement and the CB Conditions. The Special Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 28 June 2007 or such other general or special mandate(s) which may from time to time be granted to the Directors prior to the passing of this resolution numbered (1).”
2. “**THAT** subject to the fulfilment or waiver of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**”) dated 3 October 2007 (as amended by a supplemental agreement dated 9 October 2007) in respect of the proposed rights issue by the Company and entered into between the Company and Get Nice Investment Limited (the “**Underwriter**”) (a copy of the Underwriting Agreement has been produced to this meeting marked “B” and signed by the Chairman of the meeting for the purpose of identification):
- (a) the allotment and issue of not less than 3,973,672,800 new Shares and not more than 4,693,672,800 new Shares (the “**Rights Shares**”) of HK\$0.025 each in the share capital of the Company (the “**Shares**”) pursuant to an offer by way of rights to the holders of Shares (the “**Shareholders**”) at the subscription price of HK\$0.038 per Rights Share in the proportion of three Rights Shares for every one Share held by the Shareholders whose names appear on the register of members of the Company on Friday, 23 November 2007 (or such later date as the Company and the Underwriters may agree to be the record date for such Rights Issue) (the “**Record Date**”) other than those Shareholders whose addresses on the Record Date are outside Hong Kong (the “**Overseas Shareholders**”) (the “**Rights Issue**”) as described in further detail in a circular issued by the Company dated 1 November 2007 of which the notice convening this meeting forms part and on and subject to such terms and conditions as may be determined by the directors of the Company, be and is hereby approved;
- (b) the directors of the Company be and are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the existing shareholdings of the Shareholders and, in particular, the directors of the Company may make such exclusions or other arrangements in relation to Overseas Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong, and to do all such acts and things as they consider necessary, desirable or expedient to give effect to any or all other transactions contemplated in this resolution; and

- (c) the directors of the Company be and are hereby authorised to do all acts and things in connection with the allotment and issue of the Rights Shares, the implementation of the Rights Issue and the Underwriting Agreement, the exercise or enforcement of any of the Company's rights under the Underwriting Agreement and to make and agree such variations of the terms of the Underwriting Agreement as they may in their discretion consider to be appropriate and in the interests of the Company.”

By order of the Board
GFT Holdings Limited
Lau Siu Mui
Company Secretary

Hong Kong, 1 November 2007

Registered office:
Cannon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head office and principal place of
business in Hong Kong:*
Unit 707, Tower II
Admiralty Centre
18 Harcourt Road
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited 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, at the office of the registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above Meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

As at the date of this announcement, the Board comprises Mr. Ha Kee Choy, Eugene and Ms. Ma Wai Man, Catherine as executive directors and Mr. Cheng Yuk Wo, Mr. Chui Chi Yun, Robert and Mr. Lai Wing Leung, Peter as independent non-executive directors.