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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

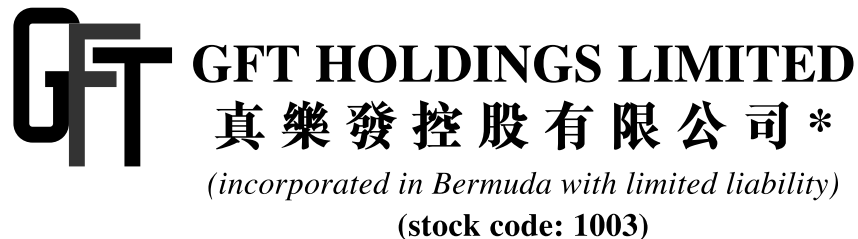
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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in GFT Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**RE-ELECTION OF RETIRING DIRECTORS**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**REFRESHMENT OF THE LIMIT ON THE GRANT OF OPTIONS  
UNDER THE SHARE OPTION SCHEME**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general 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 on 28 June 2007 at 9:00 a.m. is set out on pages 12 to 15 of this circular. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for holding such meeting or any adjournment thereof to the head office and principal place of business of the Company in Hong Kong at Unit A9, 3/F., Block A, Hong Kong Industrial Center, 489-491 Castle Peak Road, Kowloon, Hong Kong. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting should you so wish.

25 April 2007

*\* for identification purpose only*

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## DEFINITIONS

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

|                           |   |
|---------------------------|---|
| “AGM”                     | the annual general meeting of the Company to be held on 28 June 2007, Thursday at 9:00 a.m., or any adjournment thereof   |
| “associates”              | the meanings ascribed to it under the Listing Rules   |
| “Board”                   | the board of Directors  |
| “Bye-laws”                | the bye-laws of the Company   |
| “Company”                 | GFT Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange  |
| “Director(s)”             | the director(s) of the Company  |
| “Group”                   | the Company and its subsidiaries  |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the People’s Republic of China   |
| “HK\$”                    | Hong Kong dollar, the lawful currency of Hong Kong  |
| “Issue Mandate”           | the general mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares as set out in the notice of the AGM  |
| “Latest Practicable Date” | 23 April 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular   |
| “Listing Rules”           | the Rules Governing the Listing of Securities on the Stock Exchange   |
| “Repurchase Mandate”      | the general mandate proposed to be granted to the Directors to exercise the powers of the Company to repurchase Shares as set out in the notice of the AGM  |
| “Share Consolidation”     | the consolidation of every five (5) ordinary shares of HK\$0.01 each in the issued and unissued share capital of the Company into two (2) ordinary shares of HK\$0.025 each with effect from 6 March 2007 pursuant to an ordinary resolution passed at a special general meeting of the Company on 5 March 2007 |

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## DEFINITIONS

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|                       |   |
|-----------------------|---|
| “Share Option Scheme” | the share option scheme adopted by the Company on 17 September 2004     |
| “Share(s)”            | ordinary share(s) of HK\$0.025 each in the share capital of the Company |
| “Shareholder(s)”      | holder(s) of the Share(s)   |
| “Stock Exchange”      | The Stock Exchange of Hong Kong Limited                                 |
| “Takeovers Code”      | the Hong Kong Code on Takeovers and Mergers                             |
| “%”                   | per cent.   |

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LETTER FROM THE BOARD

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**GFT HOLDINGS LIMITED**

**真樂發控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(stock code: 1003)**

*Executive Directors:*

Leung Wai Ho (*Chairman*)

Wong Chung Shun (*Deputy Chairman*)

Ha Kee Choy, Eugene

*Independent Non-executive Directors:*

Chui Chi Yun, Robert

Lam Kwok Cheong

Lai Wing Leung, Peter

*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 Center

489-491 Castle Peak Road

Kowloon, Hong Kong

25 April 2007

*To the Shareholders and option holders (for information only)*

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS**

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**REFRESHMENT OF THE LIMIT ON THE GRANT OF OPTIONS  
UNDER THE SHARE OPTION SCHEME**

**AND**

**NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

This circular contains information relating to the re-election of the Directors retiring at the AGM, the Issue Mandate, the Repurchase Mandate and the refreshment of the general limit on the grant of options under the Share Option Scheme so as to provide all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions proposed at the AGM.

*\* for identification purpose only*

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## **LETTER FROM THE BOARD**

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### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Bye-laws 99 of the Bye-laws, Mr. Lam Kwok Cheong and Mr. Lai Wing Leung, Peter will retire by rotation at the AGM and, being eligible, offer themselves for re-election. Information on the retiring Directors proposed to be re-elected at the AGM as required to be disclosed under the Listing Rules is set out in Appendix I to this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, an ordinary resolution will be proposed at the AGM to grant to the Directors a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the proposed resolution of the Issue Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,121,472,640 Shares. Subject to the passing of the resolution approving the Issue Mandate and on the basis that no further Share are issued or repurchased prior to the AGM, the Company would be authorised to allot, issue and deal with up to a maximum of 224,294,528 new Shares.

In addition, if the Repurchase Mandate is granted, a separate ordinary resolution will be proposed at the AGM to extend the number of Shares which may be allotted, issued and dealt with under the Issue Mandate by the number of Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the issued share capital of the Company as at the date of the grant of the Repurchase Mandate).

### **GENERAL MANDATE TO REPURCHASE SHARES**

An ordinary resolution will be proposed at the AGM to grant to the Directors authority to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing the proposed resolution of the Repurchase Mandate. An explanatory statement as required under the Listing Rules to provide the requisite information concerning the Repurchase Mandate is set out in Appendix II to this circular.

### **REFRESHMENT OF THE LIMIT ON THE GRANT OF OPTIONS UNDER THE SHARE OPTION SCHEME**

The Share Option Scheme was approved and adopted by the Shareholders in the special general meeting of the Company held on 17 September 2004. Under the rules of the Share Option Scheme, the total number of shares which may be issued upon exercise of all options (excluding options lapsed in accordance with the Share Option Scheme and any other share option scheme of the Company) to be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of the shares in issue as at the date of approval of the Share Option Scheme ("Scheme Limit").

The Scheme Limit may be refreshed by obtaining approval of the Shareholders in general meeting provided that the refreshed limit shall not exceed 10% of the Shares in issue as at the date of approval of such limit ("Refreshed Limit"). Options previously granted under the Share Option Scheme and

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## LETTER FROM THE BOARD

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any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the relevant scheme or exercised options) shall not be counted for the purpose of calculating the Refreshed Limit.

Notwithstanding the foregoing, the maximum number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the Shares in issue from time to time.

As at the Latest Practicable Date, the Company does not have any share option schemes other than the Share Option Scheme. Subsequent to the adoption of the Share Option Scheme, the Scheme Limit has been refreshed on 20 June 2006 and the Directors were authorised to grant options to subscribe for an aggregate of 157,854,000 shares of the Company of HK\$0.01 each, representing 10% of the issued share capital of the Company as at 20 June 2006 (“Existing Limit”). Options carrying rights to subscribe for an aggregate 157,854,000 shares of HK\$0.01 each have been granted pursuant to the Existing Limit. Among these options, options carrying rights to subscribe for 75,141,600 shares of HK\$0.01 each have been exercised.

The outstanding options that carrying rights to subscribe for 82,712,400 shares of HK\$0.01 each were adjusted to options carrying rights to subscribe for 33,084,960 Shares upon the Share Consolidation became effective on 6 March 2007 and remain outstanding as the Latest Practicable Date. Unless the Existing Limit is refreshed, the Company may not grant any further options under the Share Option Scheme.

As the purpose of the Share Option Scheme is to provide incentives and rewards to employees and eligible persons for their contributions to the Group, the Directors consider that the refreshment of the Existing Limit is in the interests of the Company and the Shareholders as it enables the Company to have more flexibility in providing incentives to those eligible persons by way of granting of options.

Based on the issued share capital of 1,121,472,640 Shares as at the Latest Practicable Date and assuming that no further Shares will be issued prior to the AGM, the Refreshed Limit will enable the Company to grant options carrying rights to subscribe for up to a total of 112,147,264 Shares under the Share Option Scheme. An ordinary resolution will be proposed at the AGM to refresh the Existing Limit to 10% of the issued share capital of the Company at the date of the AGM.

The refreshment of the Existing Limit is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the AGM to approve the Refreshed Limit; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the new Shares which may be issued upon exercise of options to be granted under the Refreshed Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the new Shares which may be issued upon exercise of options to be granted under the Refreshed Limit.

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## LETTER FROM THE BOARD

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### PROCEDURES FOR DEMANDING POLL

In accordance with Bye-law 70 of the Bye-laws, a resolution put to vote at a general meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) demanded:

- (a) by the chairman of the meeting;
- (b) by at least three shareholders present in person (or, in case of a shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting;
- (c) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy representing not less than one-tenth of the total voting rights of all the shareholders having the right to vote at the meeting; or
- (d) by any shareholder or shareholders present in person (or, in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

### AGM

A notice convening the AGM is set out in this circular. A form of proxy for use at the AGM is enclosed in this circular. Whether or not you intend to attend and vote at the meeting, you are requested to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon, as soon as possible and in any event not later than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof to the head office and principal place of business of the Company in Hong Kong at Unit A9, 3/F., Block A, Hong Kong Industrial Center, 489-491 Castle Peak Road, Kowloon, Hong Kong. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting should you so wish.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

### RECOMMENDATIONS

The Directors consider that the proposed re-election of the retiring Directors, the Issue Mandate, the Repurchase Mandate and the refreshment of the Existing Limit are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board  
**GFT Holdings Limited**  
**Leung Wai Ho**  
*Chairman*



The particulars of the retiring Directors proposed for re-election at the AGM are set out as follows:

1. **Mr. Lam Kwok Cheong**, aged 53, joined the Company as an independent non-executive director in January 2004 and is a member of the Audit Committee of the Company. Mr. Lam is a Justice of Peace and a solicitor of the High Court of the Hong Kong Special Administrative Region. He holds a Bachelor of Laws degree from the University of Hong Kong. Mr. Lam is currently a member of Election Committee, Yuen Long District Council and Yuen Long District Fight Crime Committee and Ex-Officio Member of Heung Yee Kuk.

Mr. Lam is currently an independent non-executive director of Same Time Holdings Limited and Wing Lee Holdings Limited, the shares of these two companies are listed on the main board of the Stock Exchange. Mr. Lam has not held any directorships in other public listed companies in the past three years.

Mr. Lam has not entered into any service contract with the Company. There is no specific term or proposed length of services for Mr. Lam's appointment but he is subject to retirement by rotation and eligible for re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Lam's emoluments as director of the Company are determined with reference to his experience and responsibilities in the Company, the Company's performance and prevailing market situation and be authorised by the Shareholders at annual general meetings. Mr. Lam is entitled to receive director's fee of HK\$120,000 for the year ended 31 December 2006.

As at the Latest Practicable Date, Mr. Lam does not have any interest in the shares of the Company within the meaning of part XV of the Securities and Future Ordinance. Mr. Lam does not have any relationships with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to the re-election of Mr. Lam as an independent non-executive director of the Company that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders.

2. **Mr. Lai Wing Leung, Peter**, aged 49, joined the Company as an independent non-executive director in September 2004 and is a member of the Audit Committee of the Company. Mr. Lai holds a Bachelor's degree in Science from the University of Hong Kong and is an associate member of the Hong Kong Institute of Bankers. He has over 25 years of experience in banking and securities industries.

Mr. Lai is currently an independent non-executive director of Same Time Holdings Limited, the shares of which are listed on the main board of the Stock Exchange. Mr. Lai has not held any directorships in other public listed companies in the past three years.

Mr. Lai has not entered into any service contract with the Company. There is no specific term or proposed length of services for Mr. Lai's appointment but he is subject to retirement by rotation and eligible for re-election at annual general meetings of the Company in accordance with the Bye-laws. Mr. Lai's emoluments as director of the Company are determined with reference to his experience and responsibilities in the Company, the Company's performance and prevailing market situation and be authorised by the Shareholders at annual general meetings. Mr. Lai is entitled to receive director's fee of HK\$120,000 for the year ended 31 December 2006.

As at the Latest Practicable Date, Mr. Lai does not have any interest in the shares of the Company within the meaning of part XV of the Securities and Future Ordinance. Mr. Lai does not have any relationships with any other directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is no other information relating to the re-election of Mr. Lai as an independent non-executive director of the Company that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules nor any matters that need to be brought to the attention of the Shareholders.

This explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, serves to provide Shareholders with information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,121,472,640 Shares. Subject to the passing of the resolution approving the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be authorised to repurchase up to a maximum of 112,147,264 Shares.

### **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Repurchase may, depending on market conditions and funding arrangement at the time, result in enhancement of the net assets value and/or earnings per Share and will only be made when the Directors consider that such repurchase will benefit the Company and the Shareholders.

### **3. FUNDING OF REPURCHASES**

Repurchase will only be made out of funds which are legally available for such purpose in accordance with the memorandum of association of the Company and the Bye-laws and the laws of Bermuda. Under Bermuda law, a company may repurchase its shares out of the capital paid up on the relevant shares or out of the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for the purposes of the repurchase. Any premium payable may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the company's share premium account.

As compared with the financial position disclosed in the latest published audited financial statements of the Company as at 31 December 2006, there might have adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate was to be exercised in full. However, the Directors do not propose to make any repurchase to the extent that would have a material adverse effect on the working capital requirement or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

### **4. EFFECT OF THE TAKEOVERS CODE**

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

As at the Latest Practicable Date, each of Mr. Leung Wai Ho (“Mr. Leung”) and Mr. Wong Chung Shun (“Mr. Wong”) beneficially owned 9,000,000 Shares. In additions, Mr. Leung and Mr. Wong have beneficial interests in 132,224,000 Shares held by Charm Management Limited. Accordingly, Mr. Leung and Mr. Wong have interest in 150,224,000 Shares, representing approximately 13.4% of the issued share capital of Company.

Assuming that there are no changes to the issued share capital of the Company and to the shareholding of Mr. Leung and Mr. Wong, exercise of the Repurchase Mandate in full will increase the shareholding of Mr. Leung and Mr. Wong in the Company to approximately 14.9%. It will not give rise to an obligation for Mr. Leung and Mr. Wong to make a mandatory offer under Rule 26 of the Takeovers Code.

## 5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months prior to the Latest Practicable Date were as follows:

|   | Price per Share    |                    |
|---|--------------------|--------------------|
|   | Highest<br>HK\$    | Lowest<br>HK\$     |
| <b>2006</b>                               |                    |                    |
| April                                     | 0.233 <sup>A</sup> | 0.173 <sup>A</sup> |
| May                                       | 0.190 <sup>A</sup> | 0.120 <sup>A</sup> |
| June                                      | 0.160 <sup>A</sup> | 0.073 <sup>A</sup> |
| July                                      | 0.108 <sup>A</sup> | 0.075 <sup>A</sup> |
| August                                    | 0.165 <sup>A</sup> | 0.078 <sup>A</sup> |
| September                                 | 0.155 <sup>A</sup> | 0.100 <sup>A</sup> |
| October                                   | 0.190 <sup>A</sup> | 0.118 <sup>A</sup> |
| November                                  | 0.143 <sup>A</sup> | 0.098 <sup>A</sup> |
| December                                  | 0.133 <sup>A</sup> | 0.100 <sup>A</sup> |
| <b>2007</b>                               |                    |                    |
| January                                   | 0.200 <sup>A</sup> | 0.128 <sup>A</sup> |
| February                                  | 0.220 <sup>A</sup> | 0.123 <sup>A</sup> |
| March                                     | 0.278 <sup>A</sup> | 0.125              |
| April (up to the Latest Practicable Date) | 0.219              | 0.150              |

A = adjusted for the Share Consolidation which became effective on 6 March 2007.

## 6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates have any present intention to sell any of the Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules and the laws of Bermuda.


The Company has not purchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

No connected persons (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Company is authorised to repurchase Shares.

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## NOTICE OF ANNUAL GENERAL MEETING

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 **GFT HOLDINGS LIMITED**  
**真樂發控股有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(stock code: 1003)**

**NOTICE IS HEREBY GIVEN** that the Annual 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 28 June 2007 at 9:00 a.m. for the purpose of transacting the following business:

1. To receive and consider the audited financial statements and the reports of the Directors and of the auditors for the year ended 31 December 2006.
2. To re-elect the following retiring Directors of the Company and to authorize the board of Directors to fix their remuneration:
  - (a) Mr. Lam Kwok Cheong; and
  - (b) Mr. Lai Wing Leung, Peter.
3. To re-appoint Messrs. Moores Rowland Mazars as auditors of the Company and to authorize the board of Directors to fix their remuneration.

And as special business, to consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

4. **“THAT:**
  - (a) subject to paragraph (c) of this resolution, the exercise by the Director during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Shares”) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) of this resolution shall authorised the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and any other securities which carry rights to subscribe for and are convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;

*\* for identification purpose only*

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) the aggregate nominal amount of share capital allotted or to be allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities which are convertible into Shares; (iii) the exercise of options granted under the share option scheme or similar arrangement of the Company; or (iv) an issue of shares as scrip dividends pursuant to the bye-laws of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution:

“Relevant Period” means the period from the date of 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 bye-laws of the Company or any applicable laws to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Right Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may regard to any legal restrictions under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate nominal amount of share which may be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
  - (c) for the purpose of this resolution, “Relevant Period” means the period from the date of 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 bye-laws of the Company or any applicable laws to be held; or
    - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
6. **“THAT** conditional upon the passing of resolutions numbers (4) and (5) above, the general mandate granted to the Directors to allot, issue and deal with any additional Shares pursuant to resolution number (4) above be and is hereby extended by the addition thereto of the total nominal amount of Shares which may be purchased by the Company under the authority granted pursuant to resolution (5) above, provided that such amount of Shares so purchased shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of passing this resolution.”
7. **“THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the shares of the Company which may be allotted and issued pursuant to the exercise of options granted under the share option scheme of the Company adopted on 17 September 2004 (the “Scheme”), provided that the total number of Shares which may be allotted and issued upon exercise of the options granted under the Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Scheme) shall not exceed 10% of the Shares in issue as at the date of passing this resolution (the “Refreshed Limit”), the refreshment of the limit on the grant of options under the Scheme be and is hereby approved and any Director be and is hereby authorised to do all such acts and execute such document to effect the Refreshed Limit.”

By order of the Board  
**GFT Holdings Limited**  
**Leung Wai Ho**  
*Chairman*

Hong Kong, 25 April 2007




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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is appointed.
2. In order to be valid, a form of proxy, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, shall be deposited to the head office and principal place of business of the Company in Hong Kong at Unit A9, 3/F., Block A, Hong Kong Industrial Center, 489-491 Castle Peak Road, Kowloon, Hong Kong not later than forty-eight (48) hours before the time appointed for holding the meeting or any adjournment thereof.
3. Particulars of the retiring Directors proposed for re-election are set out in Appendix I to this circular which this notice forms part.



**GFT HOLDINGS LIMITED**  
**真樂發控股有限公司\***  
*(incorporated in Bermuda with limited liability)*  
**(stock code: 1003)**

**FORM OF PROXY FOR 2007 ANNUAL GENERAL MEETING**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of HK\$0.025 each in the share capital of GFT Holdings Limited (the "Company") **HEREBY APPOINT** the chairman of the meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend and vote for me/us and on my/our behalf at the annual general meeting (or any adjournment thereof) of the Company to be held at Tang Room II, 3/F., Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong on 28 June 2007, Thursday at 9:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the resolutions set out in the notice convening such meeting or, if no such indication is given, as my/our proxy think(s) fit.

| RESOLUTIONS |  | FOR <sup>(Note 4)</sup> | AGAINST <sup>(Note 4)</sup> |
|-------------|--|-------------------------|-----------------------------|
| 1.          | To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2006                     |                         |                             |
| 2.1         | (a) To re-elect Mr. Lam Kwok Cheong as a director  |                         |                             |
|             | (b) To re-elect Mr. Lai Wing Leung, Peter as a director  |                         |                             |
| 2.2         | To authorise the board of directors to fix their remuneration  |                         |                             |
| 3.          | To re-appoint Messrs. Moores Rowland Mazars as auditors and to authorise the board of directors to fix their remuneration                                      |                         |                             |
| 4.          | To grant a general mandate to the directors to issue, allot and deal with additional shares of the Company   |                         |                             |
| 5.          | To grant a general mandate to the directors to purchase shares of the Company  |                         |                             |
| 6.          | To extend the general mandate granted to the directors to issued, allot and deal with additional shares in resolution no. 4 by the number of share repurchased |                         |                             |
| 7.          | To approve the refreshment of the limit on the grant of options under the share option scheme of the Company   |                         |                             |

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signature(s) <sup>(Note 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, strike out "the chairman of the meeting or" and insert the name and address of the desired proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote at his/her discretion. Your proxy will also be entitled to vote at his discretion on any other resolutions properly put to the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or in the case of a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised in writing.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority, must be deposited at the head office and principal place of business of the Company in Hong Kong at Unit A9, 3/F, Block A, Hong Kong Industrial Center, 489-491 Castle Peak Road, Kowloon, Hong Kong not later than forty-eight (48) hours before the time of the Meeting or any adjournment thereof.
- In the case of joint holders, any one of such joint holders may vote at the Meeting, either personally or by proxy, but if more than one of the joint holders are present at the Meeting personally or by proxy, that one of the said persons whose name stands first on the register of members in respect of the relevant share(s) shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you. Completion and deposit of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

\* For identification purpose only