



GOLIFE CONCEPTS HOLDINGS LIMITED

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8172)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“Meeting”) of Golife Concepts Holdings Limited (“Company”) will be held at 11:30 a.m., on 31 March 2008 at 22/F., Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong for the purpose of considering and, if thought fit, passing/with or without modifying the following resolution which will be proposed as Ordinary Resolution of the Company:

ORDINARY RESOLUTION

“THAT

- (a) the subscription agreement dated 18 February 2008 (as amended by a supplemental agreement dated 7 March 2008) (collectively the “Subscription Agreement”) (a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) entered into between the Company and Chung Chiu Limited pursuant to which Chung Chiu Limited agreed to subscribe or procure its wholly-owned subsidiary (the “Convertible Bonds Holder”) to subscribe for the convertible bonds in principal amount of HK\$40,000,000 to be issued by the Company (the “Convertible Bonds”) which entitled the holder to convert the principal amount outstanding into shares of the Company (the “Conversion Shares”) be and is hereby approved, ratified and confirmed;
- (b) the allotment and issue of the Conversion Shares and the issue of the Convertible Bonds pursuant to the terms of the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (c) any one director, or any one director and the secretary or any two directors of the Company if the affixation of the common seal of the Company is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Subscription Agreement, the issue of the Convertible Bonds and completion thereof as he/she/they may consider necessary, desirable or expedient.”

By order of the Board
Golife Concepts Holdings Limited
Lo Mun Lam, Raymond
Executive Director

Hong Kong, 12 March 2008

Principal place of business and head office in Hong Kong:
Suite A, 15/F., Wyndham place,
40-44 Wyndham Street,
Central, Hong Kong

Notes:

1. The ordinary resolutions to be considered at the extraordinary general meeting will be decided by a poll. On voting by poll, each member shall have one vote for each share held in the Company.
2. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
3. A form of proxy for use at the extraordinary general meeting is enclosed herewith.
4. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
5. To be valid, the instrument appointing a proxy and (if required by the board of directors of the Company) 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 Company's share registrar, Computershare Hong Kong Investor Services Limited, at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no less than 48 hours before the time for holding the extraordinary general meeting.
6. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
7. 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 announcement, the Board comprises three executive directors, namely Mr. LO Mun Lam, Raymond, Ms. GOUW San Bo Elizabeth and Mr. Richard YEN; two non-executive directors, namely Mr. Duncan CHIU and Ms. YU Wai Yin Vicky; and three independent non-executive directors, namely Mr. LUM Pak Sum, Mr. SUM Chun Ho and Mr. WAN Kwok Pan.

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

This announcement will be published on the GEM website on the "Latest Company Announcement" page for at least 7 days from the date of publication and on the website of the Company at www.golife.com.hk.