



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 a.m., on 12 August 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 resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) with effect from the first business day immediately following the date on which this resolution is passed:
 - (A) every five (5) issued and unissued shares of HK\$0.01 each be consolidated into one (1) share of HK\$0.05 each (the “**Consolidated Share**”) in the share capital of the Company and the Consolidated Shares in issue shall rank pari passu in all respects with each other;
 - (B) all fractional Consolidated Shares be aggregated and, if possible, sold for the benefits of the Company;
 - (C) any director of the Company be and is hereby authorised to do all things and acts and sign all documents which he considers desirable or expedient to implement and/or give effect to the above arrangements; and
 - (D) in this resolution, the term “**business day**” shall mean a day on which the Stock Exchange is open for the business of dealing in securities and there is no suspension in the trading in the shares of the Company on that day.”

2. **“THAT**

- (A) the subscription agreement dated 9 July 2008 (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 Goldig Properties Limited pursuant to which Goldig Properties Limited agreed to subscribe or procure its wholly-owned subsidiary to subscribe for the convertible bonds in the principal amount of HK\$35,000,000 to be issued by the Company (the “Convertible Bonds”) which entitle the holder thereof to convert the principal amount outstanding into shares of the Company (the “Conversion Shares”) be and is hereby approved, ratified and confirmed;
- (B) the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares 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 of the Company (“Director”), or any one Director and the secretary of the Company or any two Directors if the affixation of the common seal of the Company is necessary, be and is/are hereby authorized 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
Ms. Gouw San Bo Elizabeth
Chief Executive Officer and Executive Director

Hong Kong, 28 July 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. Ordinary resolution no. 1 will be voted by a show of hands while ordinary resolution no. 2 will be voted by poll. On voting by poll, each member shall have one vote for each share hold 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 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 Room 1806-7, 18/F, 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 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.
8. The register of members of the Company will be closed from 8 August 2008 to 11 August 2008, both day inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-16, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 7 August 2008.

As at the date of this announcement, the Board of the Company comprises two executive directors, namely Ms. GOUW San Bo, Elizabeth and Richard YEN; two non-executive directors, namely Mr. Duncan CHIU and Mr. LO Mun Lam, Raymond; and three independent non-executive directors, namely Mr. LUM Pak Sum, SUM Chun Ho and 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.