



GoLife

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 (the “**Meeting**”) of Golife Concepts Holdings Limited (the “**Company**”) will be held at the conference room located at 22/F., Wyndham Place, 40-44 Wyndham Street, Central, Hong Kong on Monday, 19 January 2009 at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT** the authorised share capital of the Company be and is hereby increased from HK\$100,000,000 divided into 2,000,000,000 shares of HK\$0.05 each (“**Shares**”) in the share capital of the Company to HK\$1,500,000,000 divided into 30,000,000,000 Shares by the creation of an additional 28,000,000,000 Shares.”

2. “**THAT:**
 - (a) the subscription agreement (the “**Subscription Agreement**”) entered into between the Company and Brilliant Arts Multi-Media Holding Limited (the “**Subscriber**”) dated 26 November 2008 in relation to the subscription of convertible bonds (the “**BA Convertible Bonds**”) in the maximum aggregate principal amount of HK\$100,000,000 in five tranches of HK\$20,000,000 each of the Company, a copy of the Subscription Agreement having been produced to the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;

 - (b) the allotment and issue of the Shares (the “**BA Conversion Shares**”) upon exercise of the conversion rights attaching to the BA Convertible Bonds be and is hereby approved and the directors (the “**Directors**”) of the Company be and are hereby authorised to allot and issue the BA Conversion Shares pursuant to and in accordance with the instrument to be executed by the Company by way of a deed poll constituting the BA Convertible Bonds; and

 - (c) the Directors be and are hereby authorised to do all such acts and things as they consider necessary, desirable or expedient in connection with the issue of the BA Convertible Bonds to the Subscriber and the allotment and issue of the BA Conversion Shares upon exercise of the conversion rights attaching to the BA Convertible Bonds.”

3. **“THAT:**

- (a) the subscription agreement (the **“CSE Subscription Agreement”**) entered into between the Company and China Star Entertainment Limited (**“CSE”**) dated 26 November 2008 in relation to the subscription of convertible bonds (the **“CSE Convertible Bonds”**) in the maximum aggregate principal amount of HK\$60,000,000 in five tranches of HK\$12,000,000 each of the Company, a copy of the CSE Subscription Agreement having been produced to the Meeting marked **“B”** and initialled by the chairman of the Meeting for the purpose of identification, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
 - (b) the allotment and issue of the Shares (the **“CSE Conversion Shares”**) upon exercise of the conversion rights attaching to the CSE Convertible Bonds be and is hereby approved and the Directors be and are hereby authorised to allot and issue the CSE Conversion Shares pursuant to and in accordance with the instrument to be executed by the Company by way of a deed poll constituting the CSE Convertible Bonds; and
 - (c) the Directors be and are hereby authorised to do all such acts and things as they consider necessary, desirable or expedient in connection with the issue of the CSE Convertible Bonds to CSE and the allotment and issue of the CSE Conversion Shares upon exercise of the conversion rights attaching to the CSE Convertible Bonds.”
4. **“THAT** Mr. Yip Tai Him be and is hereby re-elected as an independent non-executive Director with immediate effect.”
5. **“THAT** Mr. Law Yiu Sang, Jacky be and is hereby re-elected as an independent non-executive Director with immediate effect.”

By Order of the Board
Golife Concepts Holdings Limited
Ms. Gouw San Bo Elizabeth
Chief Executive Officer and Executive Director

Hong Kong, 23 December 2008

Registered office:
Cricket Square
Hutchins Drive, P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Suite A, 15/F
Wyndham Place
40-44 Wyndham Street
Central, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy can vote on a poll. A proxy need not be a member of the Company.
2. 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 offices of the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he so wish.

As at the date of this announcement, the Board of the Company comprises three executive directors, namely Ms. GOUW San Bo, Elizabeth, Mr. LAI Hok Lim and Mr. LEE Chan Wah; one non-executive directors, namely Mr. Duncan CHIU; and three independent non-executive directors, namely Mr. LUM Pak Sum, Mr. YIP Tai Him and Mr. LAW Yiu Sang, Jacky.

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 Company's website www.golife.com.hk.