
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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.

This circular, for which the directors of Golife Concepts Holdings Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquires, confirm that, to the best of their knowledge and belief :– (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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

If you have sold or transferred all your shares in Golife Concepts Holdings Limited, you should at once hand this circular, together with the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.



Golife Concepts Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8172)

CHANGE OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING

The notice convening the Extraordinary General Meeting of the Company to be held at 10:30 a.m., Hong Kong on 8 February 2007 at 22nd Floor, Wyndham Place, 40 Wyndham Street, Central, Hong Kong, is set out on pages 5 to 6 of this circular. Whether you are able to attend the Extraordinary General Meeting or not, please complete and return the enclosed form of proxy to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time for holding the Extraordinary General Meeting. The completion and delivery of form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting of the Company in person if you so wish.

This circular will remain on the GEM Website on the “Latest Company Announcement” page for at least 7 days from the date of its posting.

16 January 2007

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website of <http://www.hkgem.com> operated by the Stock Exchange. GEM-listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at www.hkgem.com in order to obtain up-to-date information on GEM-listed companies.

DEFINITIONS

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

“Articles”	the Articles of Association of the Company
“Board”	the board of Directors of the Company
“Company”	Golife Concepts Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the securities of which are listed on GEM
“CS”	Cheung & Siu
“Directors”	the directors of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GHY”	Graham H.Y. Chan & Co.
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	share(s) of HK\$0.01 each in the capital of the Company
“Shareholders”	holders of Shares of the Company
“Extraordinary General Meeting”	the Extraordinary General Meeting of the Company to be held at 10:30 a.m., Hong Kong on 8 February 2007 at 22nd Floor, Wyndham Place, 40 Wyndham Street, Central, Hong Kong at which an ordinary resolution shall be proposed to approve the appointment of CS as auditor of the Company
“Stock Exchange”	the Stock Exchange of Hong Kong Limited



GoLife

Golife Concepts Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8172)

Executive Directors:

LO Mun Lam, Raymond

LEUNG Tak Wah

YU Wai Yin Vicky

Non-executive Directors:

Richard YEN

Duncan CHIU

Independent Non-executive Directors:

LUM Pak Sum

SUM Chun Ho

WAN Kwok Pan

Head Office and Principal Place

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Century Yard

Cricket Square

Hutchins Drive

P.O. Box 2681 GT

Grand Cayman KY1-1111

Cayman Islands

British West Indies

16 January 2007

To the Shareholders and for

information only, options holders of the Company

Dear Sir and Madam,

**CHANGE OF AUDITOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The Board announced on 12 January 2007 that GHY resigned as auditor of the Company with effect from 11 January 2007 due to the failure in reaching an agreement on the audit fee for the nine-month period ending 31 December 2006 with the Board, and the Board recommended to appoint CS as auditor of the Company to fill the casual vacancy following the resignation of GHY and to hold office until the conclusion of the next annual general meeting of the Company.

LETTER FROM CHAIRMAN

The purpose of this circular is to provide you with details of the change of auditor and to set out the notice convening the Extraordinary General Meeting at which an ordinary resolution will be proposed to be considered, and if thought fit, approve the appointment of CS as auditor of the Company.

CHANGE OF AUDITOR

The Company received a letter of resignation from GHY dated 11 January 2007 in respect of their resignation as auditor of the Company with effect from the date of the said letter of resignation. GHY was re-appointed by the Company in the Company's last annual general meeting held on 22 August 2006 to hold office until the conclusion of the next annual general meeting of the Company. In accordance with the Articles of the Company, if the office of auditor becomes vacant by the resignation of the auditor, the Directors shall as soon as practicable convene an Extraordinary General Meeting to fill the casual vacancy.

In the said letter of resignation, GHY confirmed that there were no circumstances connected with their resignation which they considered should be brought to the attention of the holders of securities of the Company.

The Board now proposes to appoint CS as the auditor of the Company to fill the casual vacancy following the resignation of GHY and to hold office until the conclusion of the next annual general meeting of the Company, subject to the appointment being approved by the Shareholders at a Extraordinary General Meeting to be held pursuant to the Articles of the Company. GHY have not commenced any audit work for the nine-month period ended 31 December 2006 and such work would be undertaken by CS upon its appointment. Such proposed appointment of CS as the auditor of the Company is subject to the approval of the Shareholders by way of an ordinary resolution at the Extraordinary General Meeting. The Board expects that, despite of the change in the auditor of the Company, the Company is able to distribute its audited report for the financial year ended 31 December 2006 to the Shareholders before 31 March 2007.

NOTICE OF EXTRAORDINARY GENERAL MEETING

At the Extraordinary General Meeting, an ordinary resolution will be proposed for the Shareholders to consider, and if thought fit, approve the proposed change of auditor of the Company. None of the Shareholders are required to abstain from voting at the Extraordinary General Meeting. The notice convening the Extraordinary General Meeting is set out on pages 5 to 6 of this circular.

A form of proxy for use at the Extraordinary General Meeting is enclosed with this circular. Whether or not you are able to attend the Extraordinary General Meeting in person, you are requested to complete the form of proxy and return it 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 in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time for the Extraordinary General Meeting. The completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof should you so wish.

LETTER FROM CHAIRMAN

RIGHT TO DEMAND A POLL

In accordance with the Articles of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by any member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the voting rights of all the members having the right to vote at the meeting; or
- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorized 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 rights.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorized representative shall be deemed to be the same as a demand by a member.

RECOMMENDATION

The Directors consider that the ordinary resolution relating to the proposed appointment of CS as the auditor of the Company as referred to in this circular is in the best interests of the Company and the Shareholders and so recommend the Shareholders to vote in favour of the resolution at the Extraordinary General Meeting.

Yours faithfully,
LEUNG Tak Wah
Executive Director

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquires, confirm that, to the best of their knowledge and belief:– (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

NOTICE OF EXTRAORDINARY GENERAL MEETING



GoLife

Golife Concepts Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of Golife Concepts Holdings Limited (the “**Company**”) will be held at 10:30 a.m. on 8 February 2007 at 22nd Floor, Wyndham Place, 40 Wyndham Street, Central, Hong Kong, for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** Cheung & Siu be and is hereby appointed as the auditor of the Company in place of the resigned auditor, Graham H.Y. Chan & Co. to hold office until the conclusion of the next annual general meeting of the Company, and the Directors be and are hereby authorized to fix the remuneration for the appointed auditor.”

By the Order of the Board
LEUNG Tak Wah
Executive Director

Hong Kong, 16 January 2007

Notes:

1. Any member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a member of the Company but must be present in person to represent the member.
2. Where there are joint registered holders of any Shares, any one of such joint holders may vote at any meeting, either personally or by proxy, in respect of such Shares as if he is solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members in respect of such Shares shall alone be entitled to vote in respect thereof.
3. The form of proxy and power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be delivered to the office of the Company’s branch registrar, Computershare Hong Kong Investor Services Ltd. of 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting (as the case may be) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the meeting or at any adjourned meeting (as the case may be) should they so wish. If a member who has lodged a form of proxy attends the meeting, his form of proxy will be deemed to have been revoked.

NOTICE OF EXTRAORDINARY GENERAL MEETING

4. Pursuant to the Articles of the Company, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the results of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:
- (e) by the chairman of such meeting; or
 - (f) by at least three members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
 - (g) by any member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the voting rights of all the members having the right to vote at the meeting; or
 - (h) by a member or members present in person or in the case of a member being a corporation by its duly authorized 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 rights.

A demand by a person as proxy for a member or in the case of a member being a corporation by its duly authorized representative shall be deemed to be the same as a demand by a member.