
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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 enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker 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, make 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.



Golife Concepts Holdings Limited

(incorporated in Cayman Islands with limited liability)

(Stock Code: 8172)

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

A notice convening an extraordinary general meeting of the Company to be held immediately after the conclusion of the extraordinary general meeting of the Company which is scheduled to 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. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the extraordinary general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the office of the Company's branch share registrar in Computershare Hong Kong Investor Services Limited, of Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the extraordinary general meeting or any adjournment thereof. 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.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. 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.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions shall have the following meanings when used herein:

“Articles”	the articles of association of the Company, and “ Article ” shall mean an article of the articles of association of the Company
“Board”	board of Directors from time to time
“Company”	Golife Concepts Holdings Limited, a company incorporated in Cayman Islands with limited liability and whose issued shares are listed on GEM
“Creditors”	the creditors of the Group
“CS”	Cheung & Siu
“Directors”	the directors of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened and held to approve, among other things, the appointment of Vision as auditors of the Group
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vision”	Vision A. S. Limited

LETTER FROM THE BOARD



Golife Concepts Holdings Limited

(incorporated in Cayman Islands with limited liability)

(Stock Code: 8172)

Executive Directors:

Ms. GOUW San Bo Elizabeth

Mr. LAI Hok Lim

Mr. LEE Chan Wah

Non-executive Directors

Mr. Duncan CHIU

Independent non-executive Directors:

Mr. LUM Pak Sum

Mr. YIP Tai Him

Mr. LAW Yiu Sang, Jacky

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 15A, 15/F

Wyndham Place

40-44 Wyndham Street

Central, Hong Kong

23 December 2008

To the Shareholders

Dear Sir or Madam,

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

INTRODUCTION

Reference is made to the announcement of the Company dated 4 December 2008 that CS resigned as auditors of the Group with effect from 4 December 2008 due to the restructuring of CS and its merger with Vision, and the Board recommended to appoint Vision as auditors of the Group to fill the casual vacancy following the resignation of CS and to hold office until the conclusion of the next annual general meeting of the Company.

The purpose of this circular is to provide you with details of the change of auditors and to set out the notice convening the EGM at which an ordinary resolution will be proposed to be considered, and if thought fit, approve the appointment of Vision as auditors of the Group.

LETTER FROM THE BOARD

CHANGE OF AUDITORS

The Company received a letter of resignation from CS dated 4 December 2008 in respect of their resignation as auditors of the Group with effect from the date of the said letter of resignation. CS was re-appointed by the Company in the Company's last annual general meeting held on 23 May 2008 to hold office until the conclusion of the next annual general meeting of the Company. In accordance with the Articles, if the office of auditor becomes vacant by the resignation of the auditors, the Directors shall as soon as practicable convene an extraordinary general meeting to fill the casual vacancy.

In the said letter of resignation, CS has confirmed in their letter of resignation that apart from its restructuring and merger with Vision, there were no circumstances connected with their resignation which they considered should be brought to the attention of the Shareholders or Creditors. Moreover, the Board was not aware of any matters, including any disagreement or any unresolved issues between the Company and CS that should be brought to the attention of the Shareholders and Creditors in relation to their resignation.

The Board now proposes to appoint Vision as the auditors of the Group to fill the casual vacancy following the resignation of CS 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 an EGM to be held pursuant to the Articles. Such proposed appointment of Vision as the auditors of the Group is subject to the approval of the Shareholders by way of an ordinary resolution at the EGM.

NOTICE OF EGM

At the EGM, an ordinary resolution will be proposed for the Shareholders to consider, and if thought fit, approve the proposed change of auditors of the Group. None of the Shareholders are required to abstain from voting at the EGM. The notice convening the EGM is set out on pages 6 to 7 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM 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 Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 EGM. The completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

PROCEDURES TO DEMAND A POLL AT GENERAL MEETING

Pursuant to Article 66 of the Articles, at any general meeting of the Company, a poll may be demanded in respect of a resolution put to the vote at the meeting by:

- (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 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; or
- (e) if required by the rules of the designated stock exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing five per cent (5%) or more of the total voting rights at such meeting.

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 Vision as the auditors of the Group 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 EGM.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particular given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (a) the information contained in this circular is accurate and complete in all material respects and is not misleading;
- (b) there are no other matters the omission of which would make any statement in this circular misleading; and
- (c) 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.

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

NOTICE OF EGM



Golife Concepts Holdings Limited
(incorporated in Cayman Islands with limited liability)
(Stock Code: 8172)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Golife Concepts Holdings Limited (the “**Company**”) to be held immediately after the conclusion of the extraordinary general meeting of the Company which is scheduled to 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 resolution as an ordinary resolution with or without amendments:

ORDINARY RESOLUTION

“**THAT** Vision A. S. Limited be and is hereby appointed as auditors of the Company and its subsidiaries in place of the resigned auditors, Cheung & Siu to hold office until the conclusion of the next annual general meeting of the Company, and the directors of the Company be and are hereby authorized to fix the remuneration for the appointed auditors.”

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 15A 15/F
Wyndham Place
40-44 Wyndham Street
Central Hong Kong

NOTICE OF EGM

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, of 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. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above Meeting or any adjournment thereof, should he so wish.
3. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.