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**If you have sold or transferred** all your shares in Golife Concepts Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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**GoLife**

**GOLIFE CONCEPTS HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8172)**

**(1) ALTERATION TO CONDITIONS OF THE CONVERTIBLE BONDS;  
(2) REFRESHMENT OF SCHEME MANDATE LIMIT;  
AND  
(3) CHANGE OF COMPANY'S NAME**

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A notice convening the SGM to be held at Unit 1611, 16/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong at 4:30 p.m. on Monday, 7 September 2009 is set out on pages 17 to 19 of this circular. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

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## CHARACTERISTICS OF GEM

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

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

“associates”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors
“Bondholders”	at any time the person who is (are) for the time being the registered holder(s) of the Convertible Bonds
“Company”	Golife Concepts Holdings Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it in the GEM Listing Rules
“Conversion Share(s)”	the Shares falling to be issued by the Company under the Convertible Bonds (upon exercise of the conversion right attached thereof by a Bondholder pursuant to the Subscription Agreement)
“Convertible Bonds”	the convertible bonds in the principle amount of HK\$35,000,000 to be issued by the Company to the Subscriber pursuant to the Subscription Agreement
“Deeds of Amendments”	the deeds of amendments to be entered into between the Company and the New Bondholders to alter the terms of the Convertible Bonds
“Directors”	the directors of the Company

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## DEFINITIONS

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“Eligible Participant(s)”	any full-time or part-time employees of the Company or its subsidiaries (including any executive, non-executive and independent non-executive directors of the Company and/or any of its subsidiaries) and any adviser or consultant, distributors, suppliers, agents, customers, partners, joint venture partners, promoter, service providers to the Group who, in the sole discretion of the Board, have contributed or may contribute to the Group, are eligible for the Options under the Share Option Scheme
“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
“Initial Conversion Price”	the initial conversion price of the Convertible Bonds, being HK\$0.125 per Share, subject to adjustment for standard anti dilution events
“Latest Practicable Date”	7 August 2009, being the latest practicable date for ascertaining certain information contained in this circular
“New Bondholder(s)”	together Mr. Cheung Pui Kay and Win Win Fortune Limited, the holders of the Convertible Bonds as at the Latest Practicable Date
“New Conversion Share(s)”	29,288,702 Shares falling to be issued by the Company under the Convertible Bonds pursuant to the Proposed Alteration
“New Conversion Price”	the conversion price of the Convertible Bonds, being HK\$0.239 per Share (being adjusted as a result of the Open Offer), subject to adjustment for standard anti dilution events

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## DEFINITIONS

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“Open Offer”	the issue of 555,031,352 Shares by way of open offer to qualifying Shareholders, details of which is set out in the Company’s circular dated 14 May 2009 and the Company’s announcement dated 29 June 2009
“Offer Shares”	555,031,352 new Shares offered by the Company under the Open Offer
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Previous EGM”	the extraordinary general meeting of the Company convened to approve, among others, the Subscription Agreement and the transactions contemplated thereunder
“Proposed Alteration”	the proposed alteration of the terms and conditions of the Convertible Bonds pursuant to the Subscription Agreement
“Proposed Change of Company Name”	the proposed change of name of the Company from “Golife Concepts Holdings Limited” to “China Star Film Group Limited” and the adoption and registration of the Chinese name “中國星電影集團有限公司” as the secondary name of the Company, details of which was announced by the Company on 31 July 2009
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“SGM”	the special general meeting of the Company to be convened to consider and, if thought fit, approve the Deeds of Amendments, the Refreshment of Scheme Mandate Limit and the transactions contemplated thereunder and the Proposed Change of Company Name
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)

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## DEFINITIONS

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“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to the written resolutions of the Company on 6 March 2002
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Goldig Properties Limited
“Subscription”	The subscription of the Convertible Bonds by the Subscriber under Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 9 July 2008 entered into by the Company and the Subscriber in relation to the Subscription of the Convertible Bonds in the principle amount of HK\$35,000,000
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent



GoLife

**GOLIFE CONCEPTS HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8172)**

*Executive Directors:*

Mr. Heung Wah Keung

Mr. Lai Hok Lim

Mr. Lee Chan Wah

*Registered Office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Independent non-executive Directors:*

Mr. Yip Tai Him

Mr. Law Yin Sang, Jacky

Ms. Chio Chong Meng

*Principal place of business*

*in Hong Kong*

Unit 1611, 16/F

Shun Tak Centre

West Tower

168-200 Connaught Road Central

Hong Kong

12 August 2009

*To the Shareholders*

Dear Sir or Madam,

**(1) ALTERATION TO CONDITIONS OF THE CONVERTIBLE BONDS;  
(2) REFRESHMENT OF SCHEME MANDATE LIMIT;  
AND  
(3) CHANGE OF COMPANY'S NAME**

**(1) ALTERATION TO CONDITIONS OF THE CONVERTIBLE BONDS**

**Introduction**

Reference is made to the announcement of the Company dated 9 July 2008 and the circular of the Company dated 28 July 2008 in relation to the issuance and Subscription of the Convertible Bonds to the Subscriber and the announcement of the Company dated 21 July 2009 in relation to the proposed amendments of the terms and conditions of the Convertible Bonds. Reference is also made to the announcement of the Company dated 31 July 2009 in relation to the Proposed Change of Company Name.



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## LETTER FROM THE BOARD

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The Board also intends to put forward the proposal for the Refreshment of Scheme Mandate Limited for approval by Shareholders at the SGM.

The purpose of this circular is to give details of (i) the Proposed Alteration; (ii) the Refreshment of Scheme Mandate Limit; (iii) the Proposed Change of Company Name; and (iv) notice convening the SGM.

### **Background**

#### *The Subscription Agreement*

On 9 July 2008, the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber has agreed to subscribe for the Convertible Bonds in the principal amount of HK\$35,000,000 to be issued by the Company, for a term of 3 years. The Convertible Bonds will entitle the Bondholder(s) to a right to convert the Convertible Bonds into the Conversion Shares at the Initial Conversion Price of HK\$0.125 per Conversion Share (subject to adjustment for anti dilution events). The entering into of the Subscription Agreement and the transaction contemplated thereunder including the issue of the Convertible Bonds constituted a connected transaction of the Company under Chapter 20 of the GEM Listing Rules was approved by the Independent Shareholders by way of poll at the Previous EGM. The approval granted by the Stock Exchange for the listing of and permission to deal in the Conversion Shares was obtained by the Company on 19 August 2008.

According to the original terms under the Subscription Agreement as disclosed in the paragraph headed “The Subscription Agreement” in the circular, the Bondholder(s) will have the right to convert the Convertible Bonds, at a minimum tranche of HK\$100,000 into the Conversion Shares at any time after the date of issue of the Convertible Bonds but before the date of its maturity. The Directors confirmed that the Convertible Bonds have been issued on 25 September 2008, hence the maturity date of the Convertible Bonds shall be 24 September 2011.

Pursuant to the terms of Convertible Bonds, as at the Latest Practicable Date, the conversion price of the Convertible Bonds and the total number of the Conversion Shares to be allotted and issued upon exercise of all the conversion rights under the Convertible Bonds have been adjusted to 29,288,702 Conversion Shares at HK\$0.239 per Share as a result of completion of the Open Offer.

### The proposed alteration

The Company and the Bondholders entered into the Deed of Amendments to modify the terms and conditions of the Convertible Bonds.

The Proposed Alteration of the terms and conditions of the Convertible Bonds involves:

- (i) the maturity date of the Convertible Bonds shall be the fifth anniversary of the date of issue (the “**New Maturity Date**”) instead of the third anniversary of the date of issue, as originally agreed pursuant to the Subscription Agreement; and
- (ii) the mandatory conversion of any outstanding amount of Convertible Bonds into New Conversion Shares by the Bondholders (the “**Mandatory Conversion**”) at HK\$0.239 (being adjusted as a result of the Open Offer), subject to adjustment for standard anti dilution events, at the New Maturity Date.

As a result of the Proposed Alteration, the New Maturity Date of the Convertible Bonds shall be 24 September 2013 with a clause of Mandatory Conversion at New Maturity Date. As at the Latest Practicable Date, the outstanding principal amount of the Convertible Bonds is HK\$7,000,000 at the New Conversion Price of HK\$0.239 per Conversion Share, subject to adjustment for standard anti dilution events. As such, upon full conversion of the Convertible Bonds at the New Conversion Price of HK\$0.239 per Conversion Share, a total of 29,288,702 New Conversion Shares will be issued.

Apart from the Proposed Alteration, the other terms and conditions of the Convertible Bonds shall remain intact and unchanged.

The Proposed Alteration will be subject to the following conditions:

- (a) the passing by the Shareholders who are entitled to vote and not required to be abstained from voting under the GEM Listing Rules at the SGM of the necessary resolutions to approve the Deeds of Amendments and the transactions contemplated thereunder (including but not limited to the allotment and issue of the New Conversion Shares to the New Bondholders);
- (b) all necessary consents and approvals required to be obtained on the part of the Company and the Bondholders in respect of the Proposed Alteration and the transactions contemplated thereunder having been obtained; and

## LETTER FROM THE BOARD

- (c) the GEM Listing Committee of the Stock Exchange granting listing of and permission to deal in the New Conversion Shares.

### Effect on shareholding

	As at the Latest Practicable Date		Assuming all the New Conversion Shares are in issued upon full exercise of the outstanding amount of HK\$7,000,000 of the Convertible Bonds <i>(Note 2)</i>	
Riche (BVI) Limited	105,922,746	16.96%	105,922,746	16.20%
Public Shareholders				
Mr. Cheung Pui Kay <i>(Note 1)</i>	14,090,000	2.26%	26,642,301	4.08%
Win Win Fortune Limited <i>(Note 1)</i>	—	—	16,736,401	2.56%
Others	<u>504,397,525</u>	<u>80.78%</u>	<u>504,397,525</u>	<u>77.16%</u>
Total	<u><u>624,410,271</u></u>	<u><u>100.00%</u></u>	<u><u>653,698,973</u></u>	<u><u>100.00%</u></u>

*Note:* 1. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Mr. Cheung Pui Kay and Win Win Fortune Limited and their ultimate beneficial shareholders are independent of and not connected with the Company.

2. For illustration purpose only, the number of Conversion Shares to be issued may vary at New Maturity Date.

### The Listing Approval

As the original terms of the Convertible Bonds are amended, the listing approval granted by the GEM Listing Committee of the Stock Exchange on 19 August 2008 would be revoked accordingly. The Company will apply to the GEM Listing Committee of the Stock Exchange for the listing of and permission to deal in the New Conversion Shares which may fall to be allotted and issued by the Company pursuant to the exercise of the conversion rights attaching to the Convertible Bonds.

### **Implication under GEM Listing Rules**

Pursuant to the conditions of the Convertible Bonds, the terms and conditions of the Convertible Bonds may be varied, expanded or amended by agreement in writing between the Company and the Bondholders. In addition, according to Rule 34.05 of the GEM Listing Rules, any alteration in the terms of the convertible equity securities after issue must be approved by the Stock Exchange, except where the alterations take effect automatically under the existing terms of such convertible equity securities. Accordingly, the Stock Exchange will approve the Proposed Alteration under Rule 34.05 of the GEM Listing Rules and to grant the listing approval to the Company in respect of the New Conversion Shares provided that the Proposed Alteration has been duly approved by the Shareholders at the SGM.

### **Reasons for the Proposed Alteration**

The Board believes that the Proposed Alteration of the Convertible Bonds which was arrived at after arm's length negotiations between the Company and the New Bondholders is fair and reasonable and is in the interests of the Company and the Shareholders as a whole for the following reasons:

- (i) The Board considered that the extension of the maturity date provides a higher flexibility for the redemption of the outstanding Convertible Bonds by the Company in respect of the New Maturity Date;
- (ii) There will be no cash outflow to the Group when the Convertible Bonds become maturity so as to improve the financial position of the Group and the Company could have greater flexibility in operating its business; and
- (iii) The outstanding principal amount of the Convertible Bonds, if converted, represents approximately 4.48% of the issue share capital of the Group as enlarged by the New Conversion Shares.

As the Convertible Bonds carry no interest, the Board considered that the Proposed Alteration would have no financial impact to the operations of the Company and its subsidiaries.

To the best knowledge of Directors, information and belief and having made all reasonable enquiries, the New Bondholders and its ultimate beneficial owners are third parties independent of the Company and its connected person.

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## LETTER FROM THE BOARD

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The Proposed Alteration will be subject to the approval of the Shareholders at the SGM. Save as Mr. Cheung Pui Kay who is interested in 14,090,000 Shares, representing approximately 2.26% of the issue share capital of the Company, none of the New Bondholders interested in any Shares as at the Latest Practicable Date. According, Mr. Cheung Pui Kay and his associates is required to abstain from voting in respect of the Proposed Alteration at the SGM. Win Win Fortune Limited has agreed and has agreed to procure their associates, to abstain from voting for the resolutions to approve the Proposed Alteration at the SGM if they/their associates are interested in any Shares as at the date of the SGM.

### **(2) REFRESHMENT OF SCHEME MANDATE LIMIT**

The Share Option Scheme was adopted by the Company pursuant to the written resolutions of the Company on 6 March 2002. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the GEM Listing Rules. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval.

The Scheme Mandate Limit was refreshed on 9 May 2007 of a 10% of the then total issued share capital of the Company, pursuant to which the Company was authorised to grant Options to subscribe for up to a maximum number of 2,022,002 Shares (as adjusted due to the completion of share consolidation taken place on 6 April 2009).

The Scheme Mandate Limit was refreshed on 23 May 2008 for a 10% of the then total issued share capital of the Company, pursuant to which the Company was authorised to grant Options to subscribe for up to a maximum number of 2,494,002 Shares (as adjusted due to the completion of share consolidation taken place on 6 April 2009).

At the annual general meeting of the Company dated 20 April 2009, the Scheme Mandate Limit was refreshed. As a result, the Company was authorised to grant Options to subscribe for up to a maximum number of 5,781,891 Shares.

On 6 July 2009, the Scheme Mandate Limit was refreshed at the special general meeting of the Company. As a result, the Company was authorised to grant Options to subscribe for up to a maximum number of 62,441,027 Shares.

## LETTER FROM THE BOARD

Details of Refreshment of the Scheme Mandate Limit and movements of the Options granted under the Share Option Scheme are summarised as follows:

Date of approval for refreshment	No. of Shares that may be issued upon exercise of all Options to be granted under the Scheme Mandate Limit as at the date of adoption/refreshment		Exercise period	Exercise price	Details of movements of Options granted				Options outstanding as at the Latest Practicable Date
	Date of grant	(Note 1)			No. of Options granted	No. of Options exercised	No. of Options cancelled	No. of Options lapsed	
9 May 2007	2,022,002	3 July 2007	3 July 2007 to 5 March 2012	HK\$3.784	171,851	—	—	—	171,851
23 May 2008	2,494,002	—	—	—	—	—	—	—	—
20 April 2009	5,781,891	—	—	—	—	—	—	—	—
6 July 2009	62,441,027	—	—	—	—	—	—	—	—
					<u>171,851</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>171,851</u>

*Notes:*

- (1) The number of Options have been adjusted due to the completion of the share consolidations on 13 August 2008 and 6 April 2009.
- (2) The exercise price and the number of outstanding Options have been adjusted due to the completion of the share consolidations on 13 August 2008 and 6 April 2009 and the Open Offer.
- (3) Pursuant to Rule 23.03(13) of the GEM Listing Rules, the auditors of the Company have reviewed and confirmed in writing the adjustments to the exercise price and the number of outstanding options.

As shown in the above table, the Company has outstanding Options of 171,851 which can exercise into 171,851 Shares as at the Latest Practicable Date. The 171,851 Options, if exercised, represents approximately 0.01% of the total issued share capital of the Company.

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## LETTER FROM THE BOARD

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It is proposed that subject to the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of the Options granted under the refreshed Scheme Mandate Limit and the passing of the relevant resolution at the SGM by the Shareholders, the Scheme Mandate Limit be refreshed so that the total number of securities, which may be issued upon exercise of all Options to be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit as refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the Refreshment of Scheme Mandate Limit by the Shareholders at the SGM. Options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. Based on 624,410,271 Shares in issue as at the Latest Practicable Date and assuming no further issue or repurchase of Shares prior to the SGM, the refreshed Scheme Mandate Limit will be 62,441,027 Shares.

To the extent that there are any unutilized options under the Scheme Mandate Limit as refreshed by the Shareholders on 6 July 2009 which amounted to options, if granted, entitling holders thereof to subscribe for a total of 62,441,027 Shares as at the Latest Practicable Date, all such unutilized options will be considered as lapsed upon the approval of the Refreshment of Scheme Mandate Limit at the SGM and the Company will not be allowed to grant any further options pursuant to the unutilized options.

Pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme at any time should not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

As at the Latest Practicable Date, the Company has issued 624,410,271 Shares. Pursuant to the terms of the Share Option Scheme and in compliance with the GEM Listing Rules, the maximum number of Shares, which may be issued upon the exercise of all the Options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed should be 187,323,081 Shares (assuming no further issue of Shares).

### **Conditions of the Refreshment of Scheme Mandate Limit**

The refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the SGM; and
- (ii) the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the Shares in issue as at the date of passing the resolution of Refreshment of Scheme Mandate Limit at the SGM) which may fall to be issued upon the exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company.

As granting the Options would allow the Company to provide incentive or reward to Eligible Participants for their contribution to, and continuing efforts to promote the interests of, the Company any time prior to the date of the SGM, the Directors consider the Refreshment of Scheme Mandate Limit to be proposed at the SGM is in the interests of the Company and the Shareholders as a whole as it provides the Company with more flexibility in providing incentives to those Eligible Participants by way of granting of the Options.

Application will be made to the Stock Exchange for the listing of, and permission to deal, in the Shares, representing 10% of the Shares in issue at the SGM, which may fall to be issued upon the exercise of the options that may be granted under the refreshed Scheme Mandate Limit.

### **(3) PROPOSED CHANGE OF COMPANY NAME**

On 31 July 2009, the Board announced that it proposed to change the name of the Company from “Golife Concepts Holdings Limited” to “China Star Film Group Limited” and the adoption and registration of the Chinese name “中國星電影集團有限公司” as the secondary name of the Company in replacement of the existing Chinese name used by the Company for identification purpose only.

The proposed change of name of the Company is subject to (i) the passing of a special resolution by the Shareholders at the SGM; and (ii) the Registrar of Companies in Bermuda granting approval for the proposed change of name of the Company.



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## LETTER FROM THE BOARD

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Subject to the approval of the Shareholders at the SGM, the Company will carry out necessary filing procedures and actions with the Registrars of Companies in Hong Kong and Bermuda and the change of name of the Company will become effective on the date of entry of the new name of the Company on the register kept by the Registrar of Companies of Bermuda. The Directors considers that the proposed new name will better reflect the Group's strategic move to expand into the film business. The Board is therefore of the view that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Upon the proposed change of name of the Company becoming effective, all existing share certificates of the Company in issue bearing the existing name of the Company will continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of the Shares in the new name of the Company and the rights of any Shareholders will not be affected as a result of the proposed change of name of the Company. Once the proposed change of name of the Company becomes effective, any issue of share certificates of the Company thereafter will be in the new name of the Company and the Shares will be traded on GEM in the new name. However, there will not be special arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company.

Further announcement will be made by the Company regarding the effective date of the proposed change of name of the Company and the adoption of new stock short name.

### **SGM**

A notice convening the SGM at Unit 1611, 16/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Monday, 7 September 2009 at 4:30 p.m. is set out on pages 17 to 19 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrars, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the meeting or the adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the meeting or any adjourned meeting thereof (as the case may be) should you so desire.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board believes that Proposed Alteration which is arrived at after arm's length negotiations between the Company and the New Bondholders, the Refreshment of Scheme Mandate Limit and the Proposed Change of Company Name will be in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions to be proposed at the SGM.

### FURTHER INFORMATION

Your attention is drawn to the information set out in the appendix to this circular.

By the Order of the Board  
**Golife Concepts Holdings Limited**  
**Lee Chan Wah**  
*Executive Director*

**1. 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.

**2. MISCELLANEOUS**

- (a) The registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.
- (b) The head office and principal place of business of the Company in Hong Kong is located at Unit 1611, 16/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong.
- (c) The Hong Kong branch share registrar and transfer office of the Company is Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.
- (d) The secretary of the Company is Mr. Lee Chan Wah, a member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants.
- (e) The English text of this circular and the accompanying form of proxy shall prevail over their respective Chinese version.



GoLife

**GOLIFE CONCEPTS HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8172)**

**NOTICE IS HEREBY GIVEN THAT** an special general meeting (the “**SGM**”) of Golife Concepts Holdings Limited (the “**Company**”) will be held at 4:30 p.m. on Monday, 7 September 2009 at Unit 1611, 16/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong for the following purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

**ORDINARY RESOLUTIONS**

1. “**THAT:**
  - (a) the deed of amendments to be entered into between the Company and the New Bondholders (the “**Deed of Amendments**”), a copy of which marked “**A**” has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, be and is hereby approved, confirmed and ratified;
  - (b) the directors of the Company be and are hereby authorised to allot and issue shares in the Company pursuant to the exercise at anytime of any and all of the conversion rights of the Convertible Bonds referred to in the Deed of Amendments in accordance with the terms and conditions of the Convertible Bonds as prescribed in the Instrument (as defined in the Deed of Amendments) and that of the Deed of Amendments; and
  - (c) the directors of the Company be and are hereby authorised to take all actions and sign, execute and deliver all such agreements, deeds and documents for and on behalf of the Company as the directors may consider necessary or desirable for the purpose of effecting or implementing the Deed of Amendments.”
2. “**THAT** subject to the Stock Exchange granting the listing of, and permission to deal in, the shares of the Company to be issued pursuant to the exercise of options which may be granted under the Scheme Mandate Limit (as defined below) and pursuant

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## NOTICE OF THE SGM

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to paragraph 8(C) of the existing share option scheme of the Company, adopted on 6 March 2002 (the “**Share Option Scheme**”), approval be and is hereby generally and unconditionally granted for refreshing and renewing the Scheme Mandate Limit (as defined in the circular of the Company dated 12 August 2009 in relation to the SGM) under the Share Option Scheme provided that (i) the total number of shares of the Company which may be allotted and issued upon the exercise of the options to be granted under the Share Option Scheme and other share option schemes of the Company shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this resolution (the “**Scheme Mandate Limit**”); and (ii) the overall limit on the number of shares of the Company which may be issued upon the exercise of all options to be granted and yet to be exercised under the Share Option Scheme and other share option schemes of the Company must not exceed 30% of the shares of the Company in issue from time to time and that the Directors be and are hereby authorized, at their absolute discretion, to grant options under the Share Option Scheme up to the Scheme Mandate Limit and to exercise all the powers of the Company to allot, issue and deal with the shares of the Company pursuant to the exercise of such options.”

### SPECIAL RESOLUTION

3. “**THAT** subject to the approval of the Registrar of Companies of Bermuda, the name of the Company be and is hereby changed from “Golife Concepts Holdings Limited” to “China Star Film Group Limited” and the Chinese name “中國星電影集團有限公司” be adopted as replacement of the existing Chinese name used for identification only and be registered with the Registrar of Companies of Bermuda as the secondary name of the Company, and the directors of the Company be and are hereby authorized generally to do such acts and things and execute all documents or make such arrangements as they may deem necessary, desirable or expedient to effect the change of name of the Company.”

By the Order of the Board  
**Golife Concepts Holdings Limited**  
**Lee Chan Wah**  
*Executive Director*

Hong Kong, 12 August 2009

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## NOTICE OF THE SGM

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*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business in Hong Kong:*

Unit 1611, 16/F.  
Shun Tak Centre  
West Tower  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more 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 SGM 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. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.