



139 Holdings Limited

139 控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

NOTICE OF THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**Meeting**”) of 139 Holdings Limited (“**Company**”) will be held at the Lounge, M/F, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on Monday, 19 November 2007 at 9:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary or (as the case may be) special resolutions:

ORDINARY RESOLUTION

(1) “**THAT:**

- (a) the subscription agreement (the “**Subscription Agreement**”) dated 2 October 2007 (a copy of which has been produced to the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) between the Company as issuer and High Super Enterprises Limited (a wholly-owned subsidiary of Golden Resources Development International Limited) (the “**Subscriber**”) as subscriber in connection with the subscription of an aggregate of 680,000,000 new ordinary shares (the “**Shares**”) of HK\$0.01 each in the Company (the “**Subscription Shares**”) at the issue price of HK\$0.25 per Subscription Share together with all the transactions contemplated thereunder and all other matters thereof and incidental thereto or in connection therewith (including without limitation the allotment and issue by the Company to the Subscriber the Subscription Shares) be and are hereby generally and unconditionally approved in all respects and that the Subscription Shares shall, when allotted, issued and fully paid, rank pari passu in all respects with all other Shares in issue at the date of such allotment and issue and further that the directors of the Company (the “**Directors**”) (or a duly authorised committee thereof) be and they are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other or further documents and to take all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of, or the transactions contemplated by, the Subscription Agreement and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of the Directors, in the interests of the Company; and

* for identification purposes only

- (b) the Directors (or a duly authorised committee thereof) be and they are hereby generally and specifically authorised to allot and issue the Subscription Shares (the “**Special Mandate**”) as may be required to be allotted and issued on and subject to the terms and conditions of the Subscription Agreement. The Special Mandate is in addition to, and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 28 August 2007 or such other general or special mandate(s) which may from time to time be granted to the Directors prior to the passing of this resolution,” and
- (c) subject to completion of the Subscription Agreement, the appointment of Mr Anthony Sai-Ho Lam as new director of the Company be and is hereby approved and the board of directors of the Company be and is hereby authorised to fix his remuneration and to execute any documents and do such acts as it considers necessary or expedient to effect the appointment of such new director.”

SPECIAL RESOLUTION

- (2) “**THAT** subject to the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “139 Holdings Limited” to “GR Vietnam Holdings Limited” and, subject to the new English name of the Company becoming effective, “越南控股有限公司” be adopted as the Chinese name of the Company for identification purposes, and the directors of the Company be and are hereby authorized to do all such acts and things and to execute all documents they consider necessary or expedient to effect the change of name of the Company.”

By Order of the Board
139 Holdings Limited
Wong Howard
Chairman

Hong Kong, 26 October 2007

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

***Head office and principal place of
business in Hong Kong:***

Room 1603-5
Harcourt House
39 Gloucester Road
Wanchai
Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint a proxy or proxies to attend and, subject to the provisions of the bye-laws of the Company, vote in his stead. A proxy need not be a member of the Company. A form of proxy for use at the meeting is enclosed with the circular dated 26 October 2007 (the “Circular”) issued by the Company.

2. 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 notarially certified copy of such power or authority must be deposited with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
3. Completion and return of the form of proxy accompanying the Circular will not preclude members of the Company from attending and voting in person at the Meeting or any adjournment thereof should they so wish.

As at the date of this notice, the executive directors of the Company are Mr Wong Howard, Mr Wong Yat Fai and Mr Wu Qing and the independent non-executive directors of the Company are Mr Li Chi Ming, Mr Tung Tat Chiu, Michael and Mr Wan Ngar Yin, David.