

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



Golife Concepts Holdings Limited

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8172)

NOTICE OF EGM

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Golife Concepts Holdings Limited (the “**Company**”) will be held at 4:30 p.m., on Wednesday, 4 February 2009 at Unit 1611, 16/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong for the purpose of considering and, if thought fit, passing/with or without modifying the following resolution which will be proposed as resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT**

- (a) the memorandum of association of the Company be and is hereby amended to permit the Company to discontinue by de-registration as a company under the laws of the Cayman Islands by the inclusion of the following new paragraph 9:

“9. Subject to the Companies Law (2007 Revision), as amended from time to time, of the Cayman Islands and the articles of association, the Company shall have the power to de-register in the Cayman Islands and to register by way of continuance as a body corporate limited by shares under the laws of any jurisdiction outside the Cayman Islands.”

- (b) the articles of association of the Company be and are hereby amended by the addition of the following as Article 168:

“TRANSFER BY WAY OF CONTINUATION

168. The Company may, by special resolution, resolve to de-register the Company from the Cayman Islands and to transfer and continue the Company as a body corporate to, and under the laws of, a country or jurisdiction outside the Cayman Islands which permits or does not prohibit the transfer of the Company pursuant to the law.”

- (c) effective upon the amendment of the memorandum and articles of association of the Company and subject to all necessary governmental and regulatory consents and approval, pursuant to Article 168 of the articles of association of the Company, the change of the domicile of the Company (the “**Change of Domicile**”) from the Cayman Islands to Bermuda by way of continuation of the Company as an exempted company under the laws of Bermuda and de-registration as a company under the laws of the Cayman Islands be and is hereby approved and that the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all documents they consider necessary or expedient to give effect to the aforesaid Change of Domicile;
 - (d) the draft memorandum of continuance in the form made available for inspection by all shareholders (the “**Shareholders**”) of the Company prior to this meeting, a copy of which has been produced to the meeting marked “A” and initialed by the chairman (the “**Chairman**”) of the Meeting for the purpose of identification, be and is hereby adopted in substitution for the memorandum of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
 - (e) conditional upon the continuance of the Company as an exempted company under the laws of Bermuda, the draft bye-laws in the form made available for inspection by all Shareholders prior to the Meeting, a copy of which has been produced to the meeting marked “B” and initialed by the Chairman for the purpose of identification, be and is hereby adopted in substitution for the articles of association of the Company, effective from the date that the memorandum of continuance is registered by the Registrar of Companies in Bermuda; and
 - (f) the Directors be and are hereby authorised to undertake all such further actions or matters as may be required to implement the change of domicile of the Company from the Cayman Islands to Bermuda as described in the circular (the “**Circular**”) of the Company dated 13 January 2009, a copy of which has been produced to the meeting marked “C” and initialed by the Chairman for the purpose of identification.”
2. “**THAT** subject to the passing of resolution numbered 1 and conditional upon the Change of Domicile (as defined in the resolution numbered 1 above) becoming effective, with effect from the 19th day (if it is not a business day, the immediately following business day) after the effective date of the Change of Domicile (as defined in the resolution numbered 1 above):
- (a) every ten shares (each a “**Share**”) of HK\$0.05 each in the issued and unissued share capital of the Company be consolidated into one share (each a “**Consolidated Share**”) of HK\$0.50 each in the issued and unissued share capital of the Company (the “**Capital Consolidation**”);
 - (b) the par value of each of the issued Consolidated Shares be and is hereby reduced from HK\$0.50 to HK\$0.01 each by canceling the paid-up capital to the extent of HK\$0.49 on each Consolidated Share (the “**Reduction of Issued Share Capital**”);
 - (c) the par value of each of the authorised but unissued Consolidated Shares be and is hereby diminished from HK\$0.50 to HK\$0.01 each by a diminution of HK\$0.49 on each authorised but unissued Consolidated Share (the “**Reduction of Authorised Share Capital**”);

- (d) the credit arising from the Reduction of Issued Share Capital be transferred to the contributed surplus account of the Company (together with the Capital Consolidation, the Reduction of Issued Share Capital and the Reduction of Authorised Share Capital, the “**Capital Reorganisation**”); and
- (e) any one or more of the Directors be and is/are hereby authorised to take all such acts and things and execute all such documents, including under seal where applicable, as he/she/they consider(s) necessary or expedient in his/her/their opinion to implement and/or give effect to the Capital Reorganisation and to aggregate all fractional shares and sell them for the benefits of the Company.”

ORDINARY RESOLUTION

3. “**THAT** Ms. Chio Chong Meng be and is hereby re-elected as an independent non-executive Director with immediate effect.”

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

Hong Kong, 13 January 2009

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 Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the Meeting is enclosed herewith.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney, duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
4. To be valid, the instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at Room 1806-7, 18/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no less than 48 hours before the time for holding the extraordinary general meeting.

5. Delivery of an instrument appointing a proxy will not preclude a member from attending and voting in person at the Meeting if the member so desires and in such event, the instrument appointing the proxy shall be deemed to be revoked.
6. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto to if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, the Board comprises three executive Directors, namely Ms. Gouw San Bo, Elizabeth, Mr. Lai Hok Lim and Mr. Lee Chan Wah; one non-executive director, Mr. Duncan Chiu and three independent non-executive Directors, namely Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Ms. Chio Chong Meng.

This notice, for which the Directors collectively and individually accept full responsibilities, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this notice is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this notice misleading; and (iii) all opinions expressed in this notice have been arrived at after due and careful consideration and are founded on bases and assumption that are fair and reasonable.

This notice 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 the Company’s website www.golife.com.hk.