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Golife Concepts Holdings Limited

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

(Stock Code: 8172)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Golife Concepts Holdings Limited (the “**Company**”) will be held at Unit 1611, 16/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Monday, 6 July 2009, at 4:30 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the subscription agreement (the “**Subscription Agreement**”) (a copy of which has been produced to the Meeting marked “A” and signed by the chairman of the Meeting for the purpose of identification) dated 19 January 2009 and entered into between Amazing Goal International Limited (“**Amazing Goal**”), a wholly owned subsidiary of the Company, as the issuer and Chung Chiu (PTC) Ltd. (“**Chung Chiu**”) as subscriber in relation to the proposed subscription of 50 new shares of US\$1.00 each in the share capital of Amazing Goal at a consideration of US\$50 and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified;
- (b) the shareholders’ agreement (the “**Shareholders’ Agreement**”) (a draft copy of which has been produced to the Meeting marked “B” and signed by the chairman of the Meeting for the purpose of identification) to be entered into between the Company and Chung Chiu in relation to the rights and obligations of shareholders of Amazing Goal and the transactions contemplated thereunder, be and are hereby approved;
- (c) the grant of the call option (the “**Golife Call Option**”) by Chung Chiu to the Company pursuant to the Shareholders’ Agreement to acquire equity interests of Amazing Goal (provided that Chung Chiu shall not hold less than 50% of the issued share capital of Amazing Goal immediately after such acquisition be and is hereby approved;

- (d) the grant of the call option (the “**Chung Chiu Call Option**”) by the Company to Chung Chiu including the rights to exercise thereof pursuant to the Shareholders’ Agreement to acquire up to 100% of the Company’s equity interests in Amazing Goal be and is hereby approved; and
- (e) any one or more of the directors (the “**Directors**”) of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents which he/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement, the Shareholders’ Agreement, the granting of the Golife Call Option and the Chung Chiu Call Option and the transactions contemplated thereunder.”
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 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 26 May 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.”

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

Hong Kong, 26 May 2009

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Registered office and 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 of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy can vote on a poll. A proxy need not be a member of the Company.
2. 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 office of the Company's Hong Kong branch share registrar and transfer office 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 meeting or any adjournment thereof.
3. 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.

As at the date of this announcement, the executive Directors are Mr. Lai Hok Lim and Mr. Lee Chan Wah; and the independent non-executive Directors are Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Ms. Chio Chong Meng.

This announcement, 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 announcement 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 announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumption that are fair and reasonable.

This announcement 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.