



# GLOBAL TECH (HOLDINGS) LIMITED

耀科國際（控股）有限公司\*

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 0143)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of Global Tech (Holdings) Limited (the “Company”) will be held at Victoria and Chater Room, 2nd Floor, Mandarin Oriental, Hong Kong, 5 Connaught Road, Central, Hong Kong on Friday, 9th February, 2007, at 2:30 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 30th September, 2006;
2. To re-elect the retiring directors and authorise the board of directors to fix the directors’ remuneration;
3. To appoint auditors and authorise the board of directors to fix their remuneration;
4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

A. **“THAT**

(a) a general mandate be and is hereby unconditionally given to the directors to exercise during the Relevant Period all the powers of the Company to allot, issue and dispose of additional shares of the Company and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers either during or after the Relevant Period, not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution; otherwise than any shares which may be issued pursuant to the following events:

- (i) a rights issue;

- (ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;
- (iii) any option scheme or similar arrangement for the time being adopted for the grant or issue to the directors and/or employees of the Company and/or its subsidiaries of shares or rights to acquire shares of the Company; or
- (iv) any scrip dividend or similar arrangement in accordance with the articles of association of the Company; and

(b) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the members in general meeting.”

**B. “THAT**

- (a) a general mandate be and is hereby unconditionally granted to the directors to exercise during the Relevant Period all the powers of the Company to repurchase shares in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time provided however that the aggregate nominal amount of the shares to be repurchased pursuant to the approval in this paragraph shall not exceed 10% of the share capital of the Company in issue as at the date of this resolution;

(b) the approval in paragraph (a) above shall authorise the directors to procure the Company to repurchase its shares at a price determined by the directors; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the articles of association of the Company to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the members in general meeting.”

C. “**THAT**, conditional on the passing of resolution nos. 4A and 4B set out in the notice of this Meeting, the general mandate granted to the directors to allot shares pursuant to resolution no. 4A set out in the notice of this Meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed to be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4B set out in the notice of this Meeting.”

5. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

A. “**THAT** the articles of association of the Company be and are hereby amended as follows:

(a) By deleting the words “a special resolution” and substituting therefor the words “an ordinary resolution” in Article 106 (vii); and

(b) By deleting Article 122(a) and replacing it with the following:

Power to remove  
Director by ordinary  
resolution

122(a) The Company may by ordinary resolution at any time remove any Director (including a Chief Executive Officer, a Managing Director or other Executive Director) before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire at an annual general meeting by rotation pursuant to Article 116.”

B. “**THAT** subject to the passing of resolution no. 5A as set out in the notice convening this Meeting, the articles of association of the Company contained in the printed document, a copy of which has been produced to the Meeting marked “A” and has been signed by the Chairman of the Meeting for the purpose of identification, be and are hereby approved and adopted as the new articles of association of the Company in substitution for the existing articles of association of the Company.”

By Order of the Board  
**WONG Shuk Ching**  
*Company Secretary*

Hong Kong, 17th January, 2007

*Notes:*

- (1) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with the Company's head office and principal place of business in Hong Kong at 16th Floor, ICBC Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
- (3) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjourned meeting should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (4) The translation into Chinese language of this notice (including the special resolutions which contain the proposed new articles to the articles of association of the Company) is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the board of directors of the Company comprises 9 directors, of which 5 are executive directors, namely Mr. SY Ethan, Timothy, Mr. CHEUNG Wing Yin, Vigny Wiley, Mr. SUNG Yee Keung, Ricky, Mr. WAN Kwok Cheong and Mr. PANG Leung Ming, 1 is a non-executive director, namely Mr. KO Wai Lun, Warren and 3 are independent non-executive directors, namely Mr. Andrew David ROSS, Mr. Geoffrey William FAWCETT and Mr. Charles Robert LAWSON.*

*\* For identification purpose only*

Please also refer to the published version of this announcement in The Standard.