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GLOBAL TECH (HOLDINGS) LIMITED

耀科國際（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 143)

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 Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 6 March 2015 at 11:00 a.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 30 September 2014;
2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:
 - (a) to re-elect Mr. SUNG Yee Keung, Ricky as a director;
 - (b) to re-elect Mr. KO Wai Lun, Warren as a director; and
 - (c) to authorise the board of directors to fix the directors’ remuneration;
3. To re-appoint auditors and authorise the board of directors to fix their remuneration; and
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 or otherwise deal with 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:

* *For identification purpose only*

- (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.”

D. “**THAT** conditional upon the Listing Division of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the shares of HK\$0.01 each in the capital of the Company (the “Shares”) which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the options that may be granted under the share option scheme (a copy of which is produced to the meeting and signed by the chairman of this meeting for the purpose of identification) (the “Share Option Scheme”), the Share Option Scheme be and is hereby approved and adopted by the Company and the directors of the Company be and are hereby authorized to grant options and to allot, issue and deal in the Shares pursuant to the exercise of any options which may fall to be granted under the Share Option Scheme and to take all such steps as they may consider necessary or expedient to implement the Share Option Scheme.”

By Order of the Board
WONG Shuk Ching
Company Secretary

Hong Kong, 30 January 2015

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 2903 Prosperity Place, 6 Shing Yip Street, Kwun Tong, Kowloon, 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.

As at the date of this announcement, the board of directors of the Company comprises 6 directors, of which 2 are executive directors, namely Mr. SY Ethan, Timothy and Mr. SUNG Yee Keung, Ricky, 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.