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## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this document or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Global Tech (Holdings) Limited, you should at once hand this document to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Company has a primary listing on The Stock Exchange of Hong Kong Limited and a secondary listing on Singapore Exchange Securities Trading Limited. Shareholders should take note that as The Stock Exchange of Hong Kong Limited is the principal stock exchange on which the Shares are listed and Singapore Exchange Securities Trading Limited is the secondary stock exchange on which the Shares are listed, the Company is not required to observe the continuing listing requirements of Singapore Exchange Securities Trading Limited, provided that it undertakes to release information to Singapore Exchange Securities Trading Limited and the Singapore Shareholders at the same time as such information is required to be released to The Stock Exchange of Hong Kong Limited and the Shareholders in Hong Kong.

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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)**

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
AND RE-ELECTION OF DIRECTORS  
AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice of annual general meeting of Global Tech (Holdings) Limited to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 13th March, 2009 at 10:30 a.m. is set out on pages 10 to 12 of this document. Whether or not you are able to attend the meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's head office and principal place of business in Hong Kong at 2305 Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

\* For identification purpose only

30th January, 2009

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## DEFINITIONS

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*In this document, unless the context otherwise requires, the following expressions have the following meanings:*

“Annual General Meeting”	the annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 13th March, 2009 at 10:30 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company
“Board”	the board of Directors of the Company
“Company”	Global Tech (Holdings) Limited
“CDP”	The Central Depository (Pte) Limited
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate to issue Shares to be granted to the Directors at the Annual General Meeting
“Group”	the Company and the Subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	23rd January, 2009, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Old Share Option Scheme”	the share option scheme of the Company, which was approved and adopted by an ordinary resolution of the Shareholders at the extraordinary general meeting held on 16th March, 1999, and terminated and replaced by a new share option scheme at the annual general meeting held on 27th March, 2003

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## DEFINITIONS

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“Repurchase Mandate”	the general mandate to repurchase Shares to be granted to the Directors at the Annual General Meeting
“Securities Account”	a securities account maintained by a Singapore Depositor with CDP but does not include a securities sub-account
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholders”	shareholders of the Company
“Singapore Depositor”	as defined in Section 130A of the Companies Act, Chapter 50 of Singapore
“Singapore Shareholders”	Shareholders whose names appear on the principal register of members of the Company except that where the Shareholder is CDP, this term shall, in relation to such Shares and where the context admits, mean the Singapore Depositors whose Securities Accounts are credited with Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong) for the time being of the Company whether incorporated in Hong Kong or elsewhere
“Takeovers Code”	the Code on Takeovers and Mergers

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. SY Ethan, Timothy

*Chairman and Chief Executive Officer*

Mr. SUNG Yee Keung, Ricky

*Non-executive Director:*

Mr. KO Wai Lun, Warren

*Independent Non-executive Directors:*

Mr. Andrew David ROSS

Mr. Geoffrey William FAWCETT

Mr. Charles Robert LAWSON

*Registered office:*

Ugland House

South Church Street

P.O. Box 309

George Town

Grand Cayman

Cayman Islands

British West Indies

*Head office and principal place of*

*business in Hong Kong:*

2305 Enterprise Square Three

39 Wang Chiu Road

Kowloon Bay

Kowloon

Hong Kong

30th January, 2009

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES  
AND RE-ELECTION OF DIRECTORS  
AND NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this document is to provide the Shareholders with details regarding (i) the proposed granting of general mandates to the Directors to issue and repurchase Shares, and (ii) the proposed re-election of the retiring Directors. Such proposals will be dealt with at the Annual General Meeting.

\* For identification purpose only

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## LETTER FROM THE BOARD

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### GENERAL MANDATES

At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of such resolution; (ii) to repurchase Shares comprising the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution; and (iii) to add the aggregate amount of the Shares repurchased by the Company to the general mandate to the Directors to allot new Shares of up to 20% of the issued share capital of the Company.

The mandates to issue and repurchase Shares granted at the annual general meeting held on 26th March, 2008 will lapse at the conclusion of the Annual General Meeting. Resolutions nos. 4A to 4C set out in the notice of Annual General Meeting will be proposed at the Annual General Meeting to renew these mandates. With reference to these resolutions, the Directors wish to state that they have no present intention to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

The explanatory statement, required by the Listing Rules to be sent to Shareholders in connection with the proposed Repurchase Mandate is set out in the Appendix to this document. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

### ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out in this document. At the Annual General Meeting, in addition to the ordinary business, resolutions will be proposed to approve the general mandates for the issue and repurchase by the Company of its own Shares respectively.

Details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are as follows:

1. **Mr. KO Wai Lun, Warren**, aged 41, is a Non-executive Director of the Company since 2003. He was a partner of Richards Butler, an international law firm, between 2001 and 2005. Mr. Ko is currently a partner at the law firm, Robertsons and specialises in corporate finance work including initial public offerings, mergers and acquisitions and restructuring. Educated in England and Canada, Mr. Ko obtained his Bachelor of Science Degree from Simon Fraser University in Canada and Bachelor of Laws Degree in England. He is qualified to practise law in both England and Wales and Hong Kong. Mr. Ko has not held any

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## LETTER FROM THE BOARD

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directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years. He is not connected with any Directors, senior management or any substantial or controlling shareholders of the Company. Mr. KO is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

A service contract has been entered into between Mr. Ko and the Company which is for a term of two years subject to retirement by rotation and reappointment in accordance with the Articles. Pursuant to his service contract, Mr. Ko receives a director's fee of HK\$35,000 per month which is determined with reference to his experience, duties and market trends.

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

2. **Mr. Andrew David ROSS**, aged 55, is an Independent Non-executive Director of the Company since 2004. He is a partner of Baker Tilly Hong Kong Limited, Certified Public Accountants and the finance director of Windy City International Limited. Mr. Ross holds a Bachelor of Arts Degree in Accountancy and Law and is a member of both the Institute of Chartered Accountants of Scotland and the Hong Kong Institute of Certified Public Accountants. Mr. Ross has over 30 years of experience in auditing, business accounting, taxation and business valuations and has been involved in due diligence investigations, preparation of pre-listing documents and giving expert opinions on a number of auditing and accounting issues. Mr. Ross has not held any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years. He is not connected with any Directors, senior management or any substantial or controlling shareholders of the Company. Mr. Ross is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

A service contract has been entered into between Mr. Ross and the Company which is for a term of two years subject to retirement by rotation and reappointment in accordance with the Articles. Pursuant to his service contract, Mr. Ross receives a director's fee of HK\$50,000 per month which is determined with reference to his experience, duties and market trends.

Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

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## LETTER FROM THE BOARD

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A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's head office and principal place of business in Hong Kong at 2305 Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, Kowloon, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event no later than 48 hours before the time appointed for holding the Annual General Meeting. The completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

### VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 80 of the Articles.

### RECOMMENDATION

The Directors consider that the proposed granting of general mandates to the Directors to issue and repurchase Shares, and the proposed re-election of retiring Directors are in best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the ordinary resolutions to be proposed at the Annual General Meeting in respect thereof.

Yours faithfully,  
For and on behalf of  
**Global Tech (Holdings) Limited**  
**SY Ethan, Timothy**  
*Chairman*

*The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Repurchase Mandate proposed to be passed by the Shareholders by an ordinary resolution at the Annual General Meeting.*

## **1. SHARE CAPITAL**

It will be proposed at the Annual General Meeting to be held on 13th March, 2009 an ordinary resolution to grant the Repurchase Mandate to the Directors up to 10% of the Shares in issue as at the date of the passing of such resolution.

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$200,000,000 divided into 20,000,000,000 Shares, of which 5,165,973,933 Shares were in issue. There were 100,000,000 outstanding options granted under the Old Share Option Scheme to subscribe for up to 100,000,000 Shares. On such basis (and assuming no further Shares are issued or repurchased by the Company prior to the Annual General Meeting), the Directors would be authorised to repurchase up to 516,597,393 Shares.

In the event that all the subscription rights attached to the options are exercised in full on or before 5:00 p.m. on 12th March, 2009 by the holders of options granted under the Old Share Option Scheme, the number of Shares in issue will be increased to 5,265,973,933. On the basis of such figure (and assuming no further Shares are issued or repurchased by the Company prior to the Annual General Meeting), the Directors would be authorised to repurchase 526,597,393 Shares.

## **2. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### 3. FUNDING OF REPURCHASES AND IMPACT ON REPURCHASES

Repurchases must be made out of funds which are legally available for such purpose in accordance with the memorandum and articles of association of the Company and the laws of the Cayman Islands. It is envisaged that the funds required for any repurchases would be derived from the distributable profits of the Company.

There may be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements for the year ended 30th September, 2008) in the event that the proposed repurchases of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing level which in the opinion of the Directors is from time to time appropriate for the Company.

### 4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months are as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
January 2008	0.110	0.064
February 2008	0.098	0.063
March 2008	0.090	0.062
April 2008	0.078	0.050
May 2008	0.080	0.058
June 2008	0.061	0.038
July 2008	0.050	0.033
August 2008	0.040	0.024
September 2008	0.030	0.020
October 2008	0.038	0.013
November 2008	0.023	0.015
December 2008	0.021	0.015

**5. GENERAL**

No connected persons (as defined in the Listing Rules) of the Company have notified it of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any associates (as defined in the Listing Rules) of the Directors of the Company who have a present intention, in the event that the Repurchase Mandate is granted by the Shareholders, to sell Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands.

If as a result of a share repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept pursuant to the Section 336 of the Securities and Futures Ordinance, Optimum Pace International Limited, which holds approximately 57% of the issued share capital of the Company, is the only substantial shareholder of the Company holding more than 5% of the issued share capital of the Company. As such, no matter to what extent the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate, Optimum Pace International Limited will not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

**6. REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any of its securities (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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, 13th March, 2009 at 10:30 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 30th September, 2008;
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;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.”

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

Hong Kong, 30th January, 2009

*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 2305 Enterprise Square Three, 39 Wang Chiu Road, Kowloon Bay, 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.