



GOLDBOND GROUP HOLDINGS LIMITED

金榜集團控股有限公司

(incorporated in Hong Kong with limited liability)

(Stock code: 172)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of the shareholders of Goldbond Group Holdings Limited (the “Company”) will be held at 10:45 a.m. on Friday, 28 September 2007 at JW Marriott Ballroom, JW Marriott Hotel Hong Kong, Pacific Place, 88 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

“1. THAT:

- (a) the entering into of the conditional loan agreement dated 15 August 2007 (the “Loan Agreement”), a copy of which has been produced to the meeting marked “A” and initialled by the Chairman of the meeting for the purpose of identification, between Perfect Honour Limited (“Perfect Honour”), a wholly-owned subsidiary of the Company, as lender and Rongzhong Group Limited (“Rongzhong BVI”), a 51% subsidiary of the Company as at the date hereof, as borrower, whereby Perfect Honour has conditionally agreed to grant a revolving loan facility of up to HK\$500 million to Rongzhong BVI upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder be and is hereby approved; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all acts and things and execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the Loan Agreement.

2. THAT:

- (a) the entering into of the conditional agreement for sale and purchase dated 15 August 2007 (the “S&P Agreement”), a copy of which has been produced to the meeting marked “B” and initialled by the Chairman of the meeting for the purpose of identification, between, inter alia, Yong Hua International Limited (the “Vendor”) as vendor and Perfect Honour as purchaser, whereby the Vendor has conditionally agreed to sell, and Perfect Honour has conditionally agreed to purchase, 5,200,000 ordinary shares of US\$1 each in the capital of Rongzhong BVI, representing 20% of the entire issued share capital of Rongzhong BVI as at the date of the S&P Agreement, at the consideration of HK\$135 million (the “Consideration”), upon the terms and subject to the conditions therein contained, be and is hereby approved, confirmed and ratified, and the issue of the zero

coupon convertible note in the principal amount of HK\$135 million (the “Convertible Note”) by the Company in full settlement of the Consideration, the allotment and issue of the shares of the Company upon exercise of the rights attached to the Convertible Note and the performance of the transactions contemplated under the S&P Agreement be and are hereby approved; and

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company to do all acts and things and execute and deliver all documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any or all transactions contemplated under the S&P Agreement.”

By Order of the Board
Kelly Li
Company Secretary

Hong Kong, dated 6 September 2007

Registered office:
Units 1901-06, 19th Floor
Tower One, Lippo Centre
89 Queensway
Hong Kong

Notes:

1. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not to be a shareholder of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority shall be deposited at the office of the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 46/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 24 hours before the time appointed for the holding of the meeting or any adjournment thereof, and in default, the instrument of proxy shall not be treated as valid.
3. Completion and return of the form of proxy will not preclude the appointor from attending and voting in person at the meeting or any adjournment thereof. In that event, such form of proxy will be deemed to have been revoked.
4. In the case of joint holders of any share of the Company, only the person whose name stands first on the register of members may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto, but any one of the joint holders may be appointed as proxy to vote on behalf of such joint holders, and as such proxy to attend and vote at the meeting.

As at the date of this announcement, the Board comprises Mr. Wang Jun, Mr. Wong Yu Lung, Charles, Mr. Ding Chung Keung, Vincent, Mr. Lan Ning, Mr. Kee Wah Sze, Miss Wong, Michelle Yatye and Mr. Xie Xiao Qing (all being executive Directors), Mr. Ip Yin Wah, Mr. Ma Ho Fai SBS JP and Mr. Melvin Jitsumi Shiraki (all being independent non-executive Directors).