



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 Taishan Room, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong at 10:20 a.m. on 16 December 2004 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution which will be proposed as Ordinary Resolution of the Company.

“THAT:

- (a) the terms of, and the transactions contemplated under, the agreement dated 1 November 2004 (the “Agreement”), copy of which has been produced and marked “A” for the purpose of identification by the Chairman of the meeting, entered into by a subsidiary of the Company known as Perfect Honour Limited (“PHL”) with Mr. Xie Xiao Qing, Legend Crown International Ltd., Nanfang Group Poly Limited (“Nanfang Poly”) and Rongzhong Group Limited (“Rongzhong BVI”), whereby PHL was agreed, amongst other things, to:–
- (i) subscribe for 40 shares at the par value of USD1.00 each;
 - (ii) provide shareholder’s loan to Rongzhong BVI for the amount of RMB42,000,000 or its equivalent in other foreign currency; and
 - (iii) provide back to back guarantee to Nanfang Poly for the amount of up to RMB8,750,000 in respect of banking facilities procured by Nanfang Poly in the People’s Republic of China for the benefit of Rongzhong BVI, its subsidiaries or such other entities as directed by the board of directors of Rongzhong BVI and secured by security and/or guarantee procured and/or provided by Nanfang Poly,
- all upon the terms and conditions contained in the Agreement, be and are hereby approved and confirmed and the entering into of the Agreement by PHL be and is hereby confirmed, approved and ratified; and
- (b) any director(s) of the Company be and is/are hereby authorised to enter into and sign such documents and/or take such other action as he/they in his/their sole and absolute discretion think(s) fit for the purpose of implementing the transactions described in the Agreement and/or such matters and/or actions and/or documents arising from and/or incidental to the Agreement), and if required, to affix the Common Seal of the Company on any and/or all of the aforesaid documents in accordance with the provisions of the Articles of Association of the Company.

By Order of the Board
Goldbond Group Holdings Limited
Lin Fung Yi
Company Secretary

Hong Kong, 25 November 2004

Registered and principal office:
Unit 3901A, 39th Floor, Tower 1
Lippo Centre, 89 Queensway
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, in the event of a poll, vote in his stead. A proxy need not be a member of the Company.
2. A form of proxy for use at the meeting is enclosed. Whether or not you intend to attend the meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the share registrar and transfer office of the Company at Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not less than 24 hours before the time appointed for holding of the meeting or any adjournment thereof.
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting or on the poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such holders may vote at the meeting either personally or by proxy in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the meeting personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

As at the date of this announcement, the executive Directors are Mr. Wong Yu Lung, Charles, Mr. Ko Po Ming, Ms. Loh Jiah Yee, Katherine, Mr. Lan Ning and Mr. Kee Wah Sze; and the independent non-executive Directors are Mr. Ip Yin Wah, Mr. Ma Ho Fai, Mr. Shiraki Melvin Jitsumi and Mr. Zhang Xiao Shu.

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