



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 10:00 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 entering into of the sale and purchase agreement dated 15 October 2004 (the “**Acquisition 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, made between Goldbond Capital Investment Holdings Limited (the “**Vendor**”), Flourish Global Limited (a wholly owned subsidiary of the Company, the “**Purchaser**”) and the Company whereby the Vendor has agreed to sell and the Purchaser has agreed to purchase 30,000,000 ordinary shares of HK\$1.00 each of Goldbond Capital Holdings Limited (“**GCHL**”) at the consideration of HK\$30,000,000 which shall be satisfied by the issue of convertible note (“**Convertible Note**”) in an aggregate principal amount of HK\$30,000,000 at its face value upon the terms and subject to the conditions therein contained by the Company, and all the transactions contemplated thereunder (including the issue of the Convertible Note to the Vendor, the issue of shares of the Company to be allotted and issued upon conversion of the Convertible Note and the entering into of the deed of adherence with the existing shareholders of GCHL by the Purchaser) be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised to do such acts or execute such other documents by hand or, in case of execution of documents under seal, to do so jointly with either the secretary or a second director of the Company or a person appointed by the board of directors of the Company, which in his or their opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under the Acquisition Agreement.”

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

Hong Kong, 11 November 2004

Registered 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 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 were 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.

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