



# GLOBAL GREEN TECH GROUP LIMITED

## 高寶綠色科技集團有限公司

(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 274)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Global Green Tech Group Limited (the “**Company**”) will be held at Room 3401-8, 34th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on at 11:00 a.m. on 10 June 2005 to consider and, if thought fit, transact the following ordinary business:

1. to receive and approve the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2004;
  2. to approve the declaration of a final dividend for the year ended 31 December 2004;
  3. to re-elect the retiring Directors (each as a separate resolution) and to authorise the board of Directors to fix the Directors’ remuneration;
  4. to re-appoint the auditors of the Company and to authorise the board of Directors to fix their remuneration;
- and, as special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions respectively:

5. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, such number of shares of the Company which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option scheme adopted by the Company on 20 December 2001 (the “**Share Option Scheme**”), representing 10 per cent. of the issued share capital of the Company as at the day on which this resolution is passed, pursuant to Clause 8.01(b) of the Share Option Scheme:

- (a) approval be and is hereby granted for refreshing the 10 per cent. mandate under the Share Option Scheme (the “**Refreshed Scheme Mandate**”) provided that the total number of shares of the Company which may be allotted and issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as refreshed hereby shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the day on which this resolution is passed (options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate); and
- (b) the directors of the Company or a duly authorised committee thereof be and they are hereby authorised: (i) at their absolute discretion, to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate in accordance with the rules of the Share Option Scheme, and (ii) to allot, issue and deal with shares of the Company pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate.”

6. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant the listing of, and permission to deal in, the 2007 Warrants (as defined below) and the Shares (as defined below) which may fall to be issued upon the exercise of the subscription rights attaching to the 2007 Warrants (as defined below), the directors of the Company be and they are hereby authorised:

- (a) to create and issue warrants (the “**2007 Warrants**”) conferring rights to subscribe for Shares exercisable at any time on or after 8 July 2005 up to and until 4:00 p.m. (Hong Kong time) on 7 July 2007 (if that day is not a business day, the business day immediately preceding that day) (both dates inclusive), at an initial subscription price of HK\$0.9654 per Share, subject to adjustment and subject to the terms and conditions set out in the warrant instrument (a draft of which marked “A” has been produced to the meeting and signed for the purposes of identification by the Chairman of the meeting) and to issue the 2007 Warrants by way of bonus to holders of shares (the “**Shares**”) of HK\$0.10 each in the Company whose names appear on the register of members of the Company as at the close of business on 10 June 2005 (Hong Kong time) (the “**Record Date**”), in the proportion of one 2007 Warrant for every 10 Shares held at such time and:
  - (i) provided that in the case where the address of any shareholder as shown on the register of members of the Company at the close of business on the Record Date is outside Hong Kong, then unless the directors of the Company shall resolve otherwise, the 2007 Warrants shall not be issued to such shareholder but shall be aggregated and issued to a nominee to be named by the directors of the Company and such 2007 Warrants shall be sold as soon as practicable after dealings in the 2007 Warrants commence on the Stock Exchange if a premium, net of expenses, can be obtained, and the net proceeds of sale, after deduction of expenses, shall be distributed to the relevant shareholders pro rata to their respective shareholdings on the Record Date unless the amount falling to be distributed to any such shareholder is less than HK\$100, in which case such amount shall be retained for the benefit of the Company;
  - (ii) no fractional entitlements to the 2007 Warrants shall be issued but the fractional entitlements shall be aggregated and sold for the benefit of the Company; and
  - (iii) otherwise pursuant to and in accordance with the terms and conditions set out in the circular dated 18 May 2005 despatched to the shareholders of the Company (a copy of which marked “B” has been produced to the meeting and signed for the purposes of identification by the Chairman of the meeting);
- (b) to allot and issue new Shares upon the exercise of subscription rights attaching to the 2007 Warrants or any of them, provided that no action by the Directors in such connection shall in any way be deemed to be an exercise or prejudice any exercise by the directors of the Company of any of their powers pursuant to resolution numbered 8 below; and
- (c) to do all such acts and things as the directors of the Company may consider necessary.”

7. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agreeing to grant the listing of and permission to deal in the 2008 Warrants (as defined below) and the Shares (as defined below) which may fall to be issued upon the exercise of the subscription rights attaching to the 2008 Warrants (as defined below), the directors of the Company be and they are hereby authorised:

- (a) to create and issue warrants (the “**2008 Warrants**”) conferring rights to subscribe for Shares exercisable at any time on or after 8 July 2005 up to and until 4:00 p.m. (Hong Kong time) on 7 July 2008 (if that day is not a business day, the business day immediately preceding that day) (both dates inclusive), at an initial subscription price of HK\$1.3 per Share, subject to adjustment and subject to the terms and conditions set out in the warrant instrument (a draft of which marked “C” has been produced to the meeting and signed for the purposes of identification by the Chairman of the meeting) and to issue the 2008 Warrants by way of bonus to holders of shares (the “**Shares**”) of HK\$0.10 each in the Company whose names appear on the register of members of the Company as at the close of business on 10 June 2005 (Hong Kong time) (the “**Record Date**”), in the proportion of one 2008 Warrant for every 10 Shares held at such time and:
  - (i) provided that in the case where the address of any shareholder as shown on the register of members of the Company at the close of business on the Record Date is outside Hong Kong, then unless the directors of the Company shall resolve otherwise, the 2008 Warrants shall not be issued to such shareholder but shall be aggregated and issued to a nominee to be named by the directors of the Company and such 2008 Warrants shall be sold as soon as practicable after dealings in the 2008 Warrants commence on the Stock Exchange if a premium, net of expenses, can be obtained, and the net proceeds of sale, after deduction of expenses, shall be distributed to the relevant shareholders pro rata to their respective shareholdings on the Record Date unless the amount falling to be distributed to any such shareholder is less than HK\$100, in which case such amount shall be retained for the benefit of the Company;
  - (ii) no fractional entitlements to the 2008 Warrants shall be issued but the fractional entitlements shall be aggregated and sold for the benefit of the Company; and
  - (iii) otherwise pursuant to and in accordance with the terms and conditions set out in the circular dated 18 May 2005 despatched to the shareholders of the Company (a copy of which marked “B” has been produced to the meeting and signed for the purposes of identification by the Chairman of the meeting);
- (b) to allot and issue new Shares upon the exercise of subscription rights attaching to the 2008 Warrants or any of them, provided that no action by the Directors in such connection shall in any way be deemed to be an exercise or prejudice any exercise by the directors of the Company of any of their powers pursuant to resolution numbered 8 below; and
- (c) to do all such acts and things as the directors of the Company may consider necessary.”

8. “**THAT**:
  - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with the unissued shares (each a “**Share**”) of HK\$0.10 each in the capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the expiry of the Relevant Period;
  - (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed the aggregate of:
    - (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and
    - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate nominal amount of any share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
  - (d) for the purposes of this resolution: “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest 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 the articles of association of the Company, the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution;
9. “**THAT**:
  - (a) the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to purchase shares (each a “**Share**”) of HK\$0.10 each in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law, Cap.22 (Law 3 of 1961, as consolidated and revised) (the “**Companies Law**”) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of Shares which may be purchased or agreed to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly;
  - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest 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 the articles of association of the Company, the Companies Law of the Cayman Islands or any other applicable law of the Cayman Islands to be held; or
    - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”
10. “**THAT** conditional on the passing of resolution numbered 8 above, the general mandate granted to the directors of the Company pursuant to paragraph (a) of resolution numbered 8 above be and it is hereby extended by the addition to the aggregate nominal amount of the shares of HK\$0.10 each in the capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company purchased or agreed to be purchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 9 above.”

By order of the board of directors of  
**Global Green Tech Group Limited**  
**Lau Jin Wei, Jim**  
*Chairman*

Hong Kong, 18 May 2005

*Head office and principal place of business in Hong Kong:*

Room 3401-8, 34th Floor  
Office Tower, Convention Plaza  
1 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company’s Hong Kong branch registrars (“Branch Registrar”), Tengis Limited at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. In relation to the proposed resolutions numbered 2, 6 and 7 above, the register of members of the Company will be closed from 7 June 2005 to 10 June 2005, both dates inclusive, during which period no transfer of shares (“Shares”) of the Company will be registered. In order to qualify for the final dividend and the bonus issues of warrants, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar by no later than 4:00 p.m. on 6 June 2005.
4. In relation to proposed resolution numbered 9 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase the shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in appendix II to the circular despatched to the shareholders of the Company on the date hereof.