



**GFT HOLDINGS LIMITED**

**真樂發控股有限公司\***

*(incorporated in Bermuda with limited liability)*

**(stock code: 1003)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of GFT Holdings Limited (the “Company”) will be held at Ming Room I, 4th Floor, Sheraton Hong Kong Hotel & Towers, 20 Nathan Road, Kowloon, Hong Kong at 9:00 a.m. on Monday, 28 May 2007 for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

### **ORDINARY RESOLUTION**

#### **“THAT**

- (a) the sale and purchase agreement dated 16 April 2007 (the “Agreement”), a copy of which has been produced to the meeting and marked “A” and initiated by the Chairman of the meeting for the purpose of identification, entered into between Prosper Overseas Limited (the “Vendor”), a wholly-owned subsidiary of the Company, and Innovative Sonic International Limited (the “Purchaser”), in relation to the disposal by the Vendor to the Purchaser of the entire equity interest in GFT Holding Limited and the assignment of rights and benefits in the loans or advances outstanding and owing from Great Force Technology Limited, a subsidiary of GFT Holding Limited, to the Vendor for a total consideration of HK\$2.0, and the transactions contemplated thereunder be and is hereby ratified, confirmed and approved; and
- (b) any one director of the Company be and is hereby authorized to do all such acts and execute all such other documents, instruments and agreements which deemed by him to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Agreement as he may consider necessary, desirable or expedient.”

By order of the Board  
**GFT Holdings Limited**  
**Leung Wai Ho**  
*Chairman*

Hong Kong, 10 May 2007

#### *Principal Place of Business in Hong Kong:*

Unit A9, 3/F., Block A  
Hong Kong Industrial Center  
489-491 Castle Peak Road  
Kowloon, Hong Kong

#### *Notes:*

- 1. Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. A proxy need not be a member of the Company.
- 2. In order to be valid, a proxy form and 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 at the Company’s head office and principal place of business in Hong Kong at Unit A9, 3/F., Block A, Hong Kong Industrial Center, 489-491 Castle Peak Road, Kowloon, Hong Kong not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the meeting or any adjourned meeting should he so wish.
- 3. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.

*As at the date of this announcement, the Board comprises Mr. Leung Wai Ho, Mr. Wong Chung Shun and Mr. Ha Kee Choy, Eugene as executive directors and Mr. Chui Chi Yun, Robert, Mr. Lam Kwok Cheong and Mr. Lai Wing Leung, Peter as independent non-executive directors.*

*\* for identification purpose only*