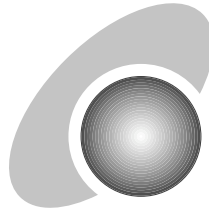


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GLOBAL TECH (HOLDINGS) LIMITED

耀科國際（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 0143)

CHANGE OF AUDITORS, DELAY IN RELEASE OF FINANCIAL INFORMATION AND

APPOINTMENT OF THIRD INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board announces that, in accordance with the Articles of Association of the Company, it has replaced Messrs. Moores Rowland Mazars with Messrs. HLB Hodgson Impey Cheng as the auditors of the Company.

Further to the Previous Announcements, the publication of the Results and the dispatch of the Annual Report have been further delayed. Holding of the 2005 AGM will also be delayed accordingly. It is further announced that there will be a delay in the release of the unaudited interim results for the six months ended 31st March 2005 and the dispatch of the interim report for the same period.

The Board also announces that Mr. Charles Robert Lawson has been appointed as an independent non-executive director of the Company with effect from 29th June 2005.

Reference is made to the announcements of Global Tech (Holdings) Limited (“Company”) dated 28th January 2005, 28th February 2005 and 3rd May 2005 (collectively “Previous Announcements”) regarding the delay in publication of the audited financial results announcement of the Company for the year ended 30th September 2004 (“Results”) and the dispatch of the Annual Report of the Company for the year ended 30th September 2004 (“Annual Report”).

(1) CHANGE OF AUDITORS

Particular reference is made to the announcement of the Company dated 3rd May 2005 in which the Company reported that additional time was required for the Company to provide to Messrs. Moores Rowland Mazars, the auditors of the Company (“Auditors”), further information of certain customers of the Company relating to certain material receivable balances.

Notwithstanding the additional time so required, however, the Company has been unable to come to a resolution with the Auditors concerning the audit conclusion regarding a particular material trade receivable due from a significant independent third party customer of the Company and its subsidiaries (“Group”).

* *For identification purpose only*

The receivable due from this customer (“Receivable”) is the same trade receivable amounting to approximately HK\$242 million as at 31st March 2004 which the previous Independent Non-Executive Directors (“Former INEDs”) had differing views with other Board members on the level of provision to be made as mentioned in the announcement of the Company dated 17th July 2004. Despite the fact that part of the Receivable has been overdue, the Receivable represents the balance of sums due to the Group from this customer from time to time arising from its normal business transactions.

The Receivable stood at approximately HK\$216 million as at 30th September 2004, the financial year end of the Company (“2004 FYE”). As at 7th July 2005, the balance as at 2004 FYE has been fully settled in cash by the customer. As at 20th May 2005, this customer had settled approximately HK\$154 million of the amount due at 2004 FYE, leaving a balance of approximately HK\$62 million outstanding of the amount due at 2004 FYE. However, the full amount of the Receivable, including sales after 2004 FYE, remained constant with the levels previously maintained by the Group with this customer since November 2002. As at 30th April 2005, the Receivable balance was approximately HK\$250 million.

The board of directors of the Company (“Board”) and the Audit Committee of the Company (“Audit Committee”) have agreed to make a provision of approximately HK\$62 million in respect of the amount of the Receivable outstanding at 2004 FYE, which represents the balance of the Receivable outstanding at 2004 FYE that remained unsettled as at 20th May 2005 (being the date on which the Auditors and the management of the Company discussed the final audit issues). In effect, as at 20th May 2005, the balance due at 2004 FYE after subsequent settlement and provision became zero.

Notwithstanding this proposal, the Auditors have stated in their draft audit opinion that they were still unable to form an opinion on the carrying amount of the Receivable and proposed therein to disclaim their opinion because of the limitation of evidence available in respect of the carrying amount of such Receivable. The Auditors stated that based on the latest financial information available to them, this customer was substantially financed by accounts payable, which appeared to comprise the amount due to the Group, and that the provision had not taken into account the increased credit exposure to this customer caused by new credit sales in excess of the cash receipts subsequent to 2004 FYE. The Auditors were of the view that as the ability of this customer to fully repay the amount due to the Group was dependent on the quality of its assets, which accuracy and recoverability could not be assessed and they had not been able to obtain additional information about this customer, they were unable to form a view on the recoverability of the amount due to the Group by this customer and hence the provision made.

The position taken by the Board and the Audit Committee was that not only was all information available to the Company, but also all information and documents reasonably required to enable the Auditors to form an opinion, had been provided to the Auditors by the Company including, without limitation, the latest available audited accounts and management accounts of this customer and a credit review report on the customer conducted by Dun & Bradstreet (HK) Limited in November 2004 (being the month in which the audit commenced) with no adverse comments, none of which did indicate to the Board and the Audit Committee that any information was lacking, and this was adequate for an opinion to be given. In addition, the Board’s position was that an adequate and reasonable provision has been made which effectively brings the net balance due as at 2004 FYE to nil. However, the former issue could not be resolved despite lengthy discussions between the Board and the Audit Committee of the one part and the Auditors of the other part.

On 27th June 2005, the Audit Committee wrote to the Board to state their disagreement with the position taken by the Auditors in respect of the Receivable; and, in light of this disagreement, that there should be a change of Auditors.

On 28th June 2005, the Board resolved to remove the Auditors as the auditors of the Company in response to the said letter from the Audit Committee. The Company had been advised by the counsel to the Company advising on Cayman Islands law that the Board was empowered to remove the auditors by Board resolution pursuant to the general powers vested in the Board under Article 112(a) of the Articles of Association of the Company.

On 29th June 2005, the Board, in accordance with the Articles of Association of the Company, appointed Messrs. HLB Hodgson Impey Cheng as the new auditors of the Company in place of the Auditors. The draft audit opinion and details of the Company's disagreement with the Auditors, together with the relevant correspondence, were made available to Messrs. HLB Hodgson Impey Cheng prior to their acceptance of appointment as auditors of the Company. Messrs. HLB Hodgson Impey Cheng have also been made aware of the circumstances surrounding the disagreement between the other Board members and the Former INEDs leading to the removal of the Former INEDs on 13th July 2004.

The Company has been closely monitoring the Receivable. The Board considers that with all businesses, there is associated with it an aspect of risks and it is important to strike a balance between benefits and risks, and that a business relationship is not just built upon profitability but also focuses on long term co-operation, commitment and the ability to achieve overall sales objectives. This customer is a valuable customer of the Group as it provides the Group with additional depth in its distribution channels and helps to reach different segments of end users. Moreover, this customer has been able to achieve challenging sales targets set by the Group in a highly competitive market and, as it is hoped that more profitable models with improved technology will be coming onto the market in the foreseeable future, it is important for the Company to maintain the business relationship with this customer. The Board is continuing to examine the Group's dealing with this customer on an ongoing basis and in particular the extent of the Receivable. However, the Board is also mindful of the fact that this is a significant customer with a consistent record of settlement.

The Company provided a draft of this announcement to the Auditors on 11th July 2005 and the Company received the termination letter from the Auditors on 15th July 2005. The Board is of the view that the comments made by the Auditors on this announcement and the circumstances leading to the termination of the Auditors as set out in the termination letter have been materially reflected in this announcement.

As at 18th July 2005, the Board and the Audit Committee have not received any correspondence from the Auditors concerning any matters set out in paragraph 21 of the Professional Ethics Statement 1.207A issued by the Hong Kong Institute of Certified Public Accountants.

(2) DELAY IN RELEASE OF FINANCIAL INFORMATION

As stated in the Previous Announcements, the publication of the Results and the dispatch of the Annual Report were delayed to on or before 30th June 2005. The Board announces that the publication of the Results and the dispatch of the Annual Report have been further delayed as a result of the change of auditors mentioned above. Accordingly, the annual general meeting of the Company for 2005 ("2005 AGM") will also be delayed.

Due to the delay in the dispatch of the Annual Report, the Company is unable to hold the 2005 AGM on or before 26th May 2005 in accordance with the Articles of Association of the Company.

In light of the appointment on 29th June 2005 of Messrs. HLB Hodgson Impey Cheng, the Company will use its best endeavours to assist the new auditors in conducting their audit of the Results which will commence immediately. The Board envisages that the Company will be in a position to publish the Results and to dispatch the Annual Report on or before 31st August 2005; and to hold the 2005 AGM on or before 30th September 2005. The revised dates are considered feasible and have been agreed between the new auditors and the Board.

In addition to the delay in the publication of the Results, the dispatch of the Annual Report and the holding of the 2005 AGM, the Company will also now have to delay the release of the unaudited interim results for the six months ended 31st March 2005. However, the Company expects to be able to publish the unaudited interim results for the six months ended 31st March 2005 by 30th September 2005 and to dispatch the interim report for the same period also by 30th September 2005.

The delay in the publication of the Results and interim results and the dispatch of the Annual Report and the interim report constitutes breaches of Rules 13.46(2)(a), 13.46(2)(b) (failing to prepare annual accounts to a date falling not more than six months before the 2005 AGM), 13.48(1), 13.49(1) and 13.49(6) of the Rules governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules"). The Stock Exchange of Hong Kong Limited reserves its right to take appropriate action against the Company and/or its directors in respect of such breaches. However, the above delay does not breach any applicable laws of the Cayman Islands.

(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Charles Robert Lawson (“Mr. Lawson”) has been appointed as an independent non-executive director (“INED”) of the Company with effect from 29th June 2005.

Mr. Lawson, aged 55, is the senior vice president of Amerex International (H.K.) Limited. Mr. Lawson is a fellow member of both the Institute of Chartered Accountants in England and Wales and the Hong Kong Institute of Certified Public Accountants. Mr. Lawson has extensive experience in general and financial management. He has been exposed to a number of bank negotiations and restructuring documentation. He also has extensive knowledge of most of the areas in the Far East region.

Mr. Lawson has not held any directorship in any other listed public companies during the last three years. Mr. Lawson has been made aware of the circumstances surrounding the disagreement between the other Board members and the Former INEDs leading to the removal of the Former INEDs on 13th July 2004.

Save as disclosed, Mr. Lawson does not hold any position with the Company or other members of the Group. Pursuant to the service contract entered into between Mr. Lawson and the Company, his appointment is for a term of two years which may be terminated by either party giving the other one month’s written notice without payment of compensation. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association of the Company. The fees payable to directors are determined by the Board with reference to their experience, duties and market trends. Mr. Lawson will receive a director’s fee of HK\$35,000 per month.

Mr. Lawson is not connected with any director, member of senior management or substantial or controlling shareholder of the Company.

As at the date of this announcement, Mr. Lawson is not interested in any shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, there are no other matters relating to the appointment of Mr. Lawson that need to be brought to the attention of the shareholders of the Company.

Consequent upon the appointment of Mr. Lawson as an INED of the Company, the Company is in compliance with Rule 3.10 of the Listing Rules.

By Order of the Board
Global Tech (Holdings) Limited
SY Ethan, Timothy
Chairman

Hong Kong, 19th July 2005

As at the date of this announcement, the Board comprises 9 directors, of which 5 are executive directors, namely Mr. SY Ethan, Timothy, Mr. CHEUNG Wing Yin, Vigny Wiley, Mr. PANG Leung Ming, Mr. SUNG Yee Keung, Ricky and Mr. WAN Kwok Cheong, 1 is a non-executive director, namely Mr. KO Wai Lun, Warren, and 3 are independent non-executive directors, namely Mr. Andrew David ROSS, Mr. Geoffrey William FAWCETT and Mr. Charles Robert LAWSON.

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