

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Meeting**”) of Global Tech (Holdings) Limited (the “**Company**”) will be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 27th February, 2004 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements of the Company and the reports of the board of directors of the Company (the “**Board**”) and RSM Nelson Wheeler, the auditors of the Company, for the year ended 30th September, 2003;
2. To re-elect retiring directors of the Company (the “**Directors**”) and authorise the Board to fix their remuneration;
3. To re-appoint RSM Nelson Wheeler as the auditors of the Company and to authorise the Board to fix their remuneration; and
4. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

A. “**THAT**

- (a) subject to the availability of unissued share capital a general mandate be and it is hereby unconditionally given to the Directors to exercise during the Relevant Period (as hereinafter defined) all the powers of the Company to allot, issue and dispose of additional shares of the Company and to make or grant offers, agreements or options including warrants which would or might require the exercise of such powers either during or after the Relevant Period, in addition to any shares which may be issued on a rights issue or under any option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors and/or employees of the Company and/or any of its subsidiaries and/or any other eligible participants of shares or rights to acquire shares of the Company or upon the exercise of the subscription rights under any warrants issued by the Company or as scrip dividends pursuant to the articles of association of the Company, from time to time not exceeding 20 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution; and
- (b) for the purposes of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 law or the articles of association of the Company to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- B. **“THAT** there be granted to the Directors an unconditional general mandate to repurchase shares of the Company (**“Shares”**) and warrants issued by the Company (**“Warrants”**) on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other exchange on which the Shares and/or Warrants have been or may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases (**“Recognised Stock Exchange”**), and that the exercise by the Directors of all powers of the Company to repurchase Shares and Warrants subject to and in accordance with all applicable laws and in accordance with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time or that of any other Recognised Stock Exchange, be and it is hereby generally and unconditionally approved, subject to the following conditions:
- (a) such mandate shall not extend beyond the Relevant Period;
  - (b) such mandate shall authorise the Directors to procure the Company to repurchase Shares and Warrants at such price as the Directors may at their discretion determine;
  - (c) the Shares to be repurchased by the Company pursuant to this resolution during the Relevant Period shall be no more than 10 per cent. of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution and the aggregate number of Warrants which may be repurchased pursuant to this resolution during the Relevant Period shall not exceed 10 per cent. of the amount of outstanding Warrants as at the date of this resolution; and
  - (d) for the purpose of this resolution, **“Relevant Period”** means the period from the passing of this resolution until whichever is the earlier 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 law or the articles of association of the Company to be held; and
    - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- C. **“THAT** subject to the availability of unissued share capital and conditional upon the passing the resolution nos. 4A and 4B as set out in the notice convening this Meeting, the aggregate nominal value of the share capital of the Company which are repurchased by the Company pursuant to and in accordance with resolution no. 4B shall be added to the aggregate nominal value of the share capital of the Company that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 4A.”

By Order of the Board  
**YAN Ha Hung, Loucia**  
Company Secretary

Hong Kong, 19th January, 2004

**Notes:**

- (1) A member 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) To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company's head office and principal place of business in Hong Kong at 16th Floor, Asia Pacific Finance Tower, Citibank Plaza, 3 Garden Road, Central, Hong Kong not less than 48 hours before the time appointed for holding this Meeting or any adjourned meeting (as the case may be).
- (3) Regarding resolution no. 4A, the Directors wish to state that they have no immediate plans to issue any new Shares by the exercise of such power, other than Shares which may fall to be issued upon the exercise of the Warrants or upon the exercise of any outstanding options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to the Directors and/or employees of the Company and/or any of its subsidiaries and/or other eligible participant(s) of shares or rights to acquire Shares.
- (4) An explanatory statement containing further details as regarding resolutions 4A to 4C will be despatched to the shareholders of the Company shortly together with the annual report.