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If you are in any doubt as to any aspect of this document or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Global Tech (Holdings) Limited, you should at once hand this document to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Company has a primary listing on The Stock Exchange of Hong Kong Limited and a secondary listing on Singapore Exchange Securities Trading Limited. Shareholders should take note that as The Stock Exchange of Hong Kong Limited is the principal stock exchange on which the Shares are listed and Singapore Exchange Securities Trading Limited is the secondary stock exchange on which the Shares are listed, the Company is not required to observe the continuing listing requirements of Singapore Exchange Securities Trading Limited, provided that it undertakes to release information to Singapore Exchange Securities Trading Limited and the Singapore Shareholders at the same time as such information is required to be released to The Stock Exchange of Hong Kong Limited and the Shareholders in Hong Kong.

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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: 143)

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, AND NOTICE OF ANNUAL GENERAL MEETING

A notice of annual general meeting of Global Tech (Holdings) Limited to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 11 March 2016 at 11:00 a.m. is set out on pages 11 to 13 of this document. Whether or not you are able to attend the meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's head office and principal place of business in Hong Kong at 2903 Prosperity Place, 6 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

7 January 2016

* *For identification purpose only*

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In this document, unless the context otherwise requires, the following expressions have the following meanings:

"Annual General Meeting"	the annual general meeting of the Company to be held at Taishan Room, Level 5, Island Shangri-La Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 11 March 2016 at 11:00 a.m. or any adjournment thereof
"Articles"	the articles of association of the Company
"Board"	the board of Directors of the Company
"CDP"	The Central Depository (Pte) Limited
"close associate"	has the meaning ascribed to it in the Listing Rules
"Company"	Global Tech (Holdings) Limited
''controlling shareholder''	has the meaning ascribed to it in the Listing Rules
"core connected person"	has the meaning ascribed to it in the Listing Rules
"Depositor"	as defined in Section 130A of the Companies Act, Chapter 50 of Singapore
"Director(s)"	director(s) of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	30 December 2015, being the latest practicable date prior to the printing of this document for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Repurchase Mandate"	the general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares in the manner set out in the notice of the Annual General Meeting

"Securities Account"	a securities account maintained by a Depositor with CDP but does not include a securities sub-account
"Share(s)"	share(s) of HK$0.01 each in the share capital of the Company
"Shareholders"	shareholders of the Company
"Singapore Shareholders"	Shareholders whose names appear on the principal register of members of the Company except that where the Shareholder is CDP, this term shall, in relation to such Shares and where the context admits, mean the Depositors whose Securities Accounts are credited with the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed to it in the Listing Rules
"Takeovers Code"	The Code on Takeovers and Mergers

GLOBAL TECH (HOLDINGS) LIMITED
耀科國際（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 143)

Executive Directors:
Mr. SY Ethan, Timothy
Chairman and Chief Executive Officer
Mr. SUNG Yee Keung, Ricky

Non-executive Director:
Mr. KO Wai Lun, Warren

Independent Non-executive Directors:
Mr. Andrew David ROSS
Mr. Geoffrey William FAWCETT
Mr. Charles Robert LAWSON

Registered office:
P.O. Box 309
Ugland House
George Town
Grand Cayman KY1-1104
Cayman Islands

Head office and principal place of business in Hong Kong:
2903 Prosperity Place
6 Shing Yip Street
Kwun Tong
Kowloon
Hong Kong

7 January 2016

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR RE-ELECTION OF RETIRING DIRECTORS, GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this document is to provide the Shareholders with details regarding (i) the proposed re-election of the retiring Directors, and (ii) the proposed grant of general mandates to the Directors to issue and repurchase Shares. Such proposals will be dealt with at the Annual General Meeting.

* *For identification purpose only*

RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 116 of the Articles, one-third of the Directors (other than the chief executive officer, managing Director or joint managing Director) for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third shall retire from office at each annual general meeting of the Company, provided nevertheless that every Director (other than the chief executive officer, managing Director or joint managing Director) shall be subject to retirement by rotation at the annual general meeting held in the third year following the year of his last re-election. In this connection, Mr. Geoffrey William FAWCETT and Mr. Charles Robert LAWSON will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors who are proposed to be re-elected at the Annual General Meeting are as follows:

1. **Mr. Geoffrey William FAWCETT**, aged 58, is an Independent Non-executive Director of the Company since 2004. Graduated from John Moores University of Liverpool, England, Mr. Fawcett has over 30 years of experience in the maritime transportation industry, particularly in successfully formulating plans and strategies for Fortune 200 level maritime transportation companies, the fastest growing US State Port Authority and a variety of other large international organisations. Except for the directorship in the Company, Mr. Fawcett has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years. He is not connected with any Directors, senior management of the Company or any substantial or controlling shareholders of the Company. Mr. Fawcett is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

   A service contract has been entered into between Mr. Fawcett and the Company which is for a term of two years subject to retirement by rotation and re-appointment in accordance with the Articles. Pursuant to his service contract, Mr. Fawcett receives a Director's fee of HK$35,000 per month which is determined with reference to his experience, duties and market trends.

   Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

2. **Mr. Charles Robert LAWSON**, aged 66, is an Independent Non-executive Director of the Company since 2005. Mr. Lawson is the Director of Finance at Mega-Link International Holdings Limited. He is a fellow member of the Institute of Chartered Accountants in England and Wales. 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. Except for the directorship in the Company, Mr. Lawson has not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas during the last three years. He is not connected with any Directors, senior management of the Company or any substantial or controlling shareholders of the Company. Mr. Lawson is not interested in any Shares within the meaning of Part XV of the Securities and Futures Ordinance.

   A service contract has been entered into between Mr. Lawson and the Company which is for a term of two years subject to retirement by rotation and re-appointment in accordance with the Articles. Pursuant to his service contract, Mr. Lawson receives a Director's fee of HK$35,000 per month which is determined with reference to his experience, duties and market trends.

   Save as disclosed above, there is no information required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there any other matters that need to be brought to the attention of the Shareholders.

Each of Mr. Geoffrey William Fawcett and Mr. Charles Robert Lawson has made an annual confirmation of independence pursuant to the independence guidelines set out in Rule 3.13 of the Listing Rules. The Nomination Committee has assessed the independence of Mr. Fawcett and Mr. Lawson and is satisfied that they are independent and will continue to bring independent and objective perspectives to the Company's affairs. It is noted that both Mr. Fawcett and Mr. Lawson have served on the Board as Independent Non-executive Directors for more than nine years. During their years of service, Mr. Fawcett and Mr. Lawson have expressed objective views and given independent guidance to the Company. Both the Board and the Nomination Committee consider that the long service of Mr. Fawcett and Mr. Lawson with the Company would not affect their exercise of independent judgement, and are of the view that both Mr. Fawcett and Mr. Lawson have the required character, integrity and experience to continue to demonstrate strong independence in judgement and be able to discharge their duties effectively.

Both the Board and the Nomination Committee consider the re-election of Mr. Geoffrey William Fawcett and Mr. Charles Robert Lawson as Independent Non-executive Directors is in the best interests of the Company and the Shareholders as a whole. The proposed re-election of the above two Directors will be considered by separate resolutions at the Annual General Meeting.

GENERAL MANDATES

At the Annual General Meeting, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue and otherwise deal with Shares not exceeding in aggregate 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of such resolution; (ii) to repurchase Shares comprising the aggregate nominal amount of which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of such resolution; and (iii) to add the aggregate amount of the Shares repurchased by the Company to the general mandate to the Directors to allot new Shares of up to 20% of the issued share capital of the Company.

The mandates to issue and repurchase Shares granted at the annual general meeting held on 6 March 2015 will lapse at the conclusion of the Annual General Meeting. Resolutions nos. 4A to 4C set out in the notice of Annual General Meeting will be proposed at the Annual General Meeting to renew these mandates. With reference to these resolutions, the Directors wish to state that they have no present intention to exercise the power of the Company to repurchase any Shares or to issue any new Shares pursuant to the relevant mandates.

The explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in the Appendix to this document. This contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 11 to 13 of this document.

A form of proxy for the Annual General Meeting is enclosed herewith. Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's head office and principal place of business in Hong Kong at 2903 Prosperity Place, 6 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event no later than 48 hours before the time appointed for holding the Annual General Meeting. The completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjourned meeting should you so wish.

VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all resolutions set out in the notice of the Annual General Meeting must be decided by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Article 80 of the Articles.

RECOMMENDATION

The Directors consider that the proposed re-election of the retiring Directors, and the proposed grant of general mandates to the Directors to issue and repurchase Shares are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the ordinary resolutions to be proposed at the Annual General Meeting in respect thereof.

Yours faithfully,
For and on behalf of
Global Tech (Holdings) Limited
SY Ethan, Timothy
Chairman

The following is the explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the Repurchase Mandate proposed to be passed by the Shareholders as an ordinary resolution at the Annual General Meeting.

1. SHARE CAPITAL

It will be proposed at the Annual General Meeting to be held on 11 March 2016 an ordinary resolution to grant the Repurchase Mandate to the Directors up to 10% of the Shares in issue as at the date of the passing of such resolution.

As at the Latest Practicable Date, the authorised share capital of the Company was HK$200,000,000 divided into 20,000,000,000 Shares, of which 5,165,973,933 Shares were in issue. On such basis (and assuming no further Shares are issued or repurchased by the Company prior to the Annual General Meeting), the Directors would be authorised to repurchase up to 516,597,393 Shares.

2. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders for the Directors to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangement at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES AND IMPACT ON REPURCHASES

Repurchases must be made out of funds which are legally available for such purpose in accordance with the memorandum and articles of association of the Company and the laws of the Cayman Islands. It is envisaged that the funds required for any repurchases would be derived from the distributable profits of the Company.

There may be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in its most recent published audited financial statements for the year ended 30 September 2015) in the event that the proposed repurchases of Shares were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or its gearing level which in the opinion of the Directors is from time to time appropriate for the Company.

4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve months up to and including the Latest Practicable Date are as follows:

	Highest	**Lowest**
	HK$	*HK$*
December 2014	0.089	0.057
January 2015	0.087	0.056
February 2015	0.067	0.058
March 2015	0.132	0.058
April 2015	0.136	0.086
May 2015	0.178	0.124
June 2015	0.172	0.120
July 2015	0.127	0.056
August 2015	0.088	0.060
September 2015	0.080	0.058
October 2015	0.125	0.064
November 2015	0.140	0.108
December 2015 (up to and including the Latest Practicable Date)	0.490	0.121

5. GENERAL

No core connected persons of the Company have notified it of a present intention to sell Shares to the Company, or have undertaken not to sell any such Shares to the Company in the event that the Repurchase Mandate is granted by the Shareholders.

There are no Directors or (to the best of the knowledge of the Directors, having made all reasonable enquiries) any close associates of the Directors who have a present intention, in the event that the Repurchase Mandate is granted by the Shareholders, to sell Shares to the Company.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of the Cayman Islands.

If as a result of a share repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and thereby becoming obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept pursuant to section 336 of the Securities and Futures Ordinance, Road Shine Developments Limited, which holds approximately 53% of the issued share capital of the Company, is the only substantial Shareholder holding more than 5% of the issued share capital of the Company. As such, no matter to what extent the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate, Road Shine Developments Limited will not be obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which could arise under the Takeovers Code as a consequence of any purchases made pursuant to the Repurchase Mandate.

6. REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any of its securities (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

GLOBAL TECH (HOLDINGS) LIMITED
耀科國際（控股）有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 143)

NOTICE IS HEREBY GIVEN THAT the annual general 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, 11 March 2016 at 11:00 a.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors and of the auditors for the year ended 30 September 2015;

2. To consider and approve, each as a separate resolution, if thought fit, the following resolutions:

   (a) to re-elect Mr. Geoffrey William FAWCETT as a director;

   (b) to re-elect Mr. Charles Robert LAWSON as a director; and

   (c) to authorise the board of directors to fix the directors' remuneration;

3. To re-appoint auditors and authorise the board of directors to fix their remuneration; and

4. To consider as special business and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

   A. "**THAT**

      (a) a general mandate be and is hereby unconditionally given to the directors to exercise during the Relevant Period all the powers of the Company to allot, issue or otherwise deal with additional shares of the Company and to make or grant offers, agreements, options or warrants which would or might require the exercise of such powers either during or after the Relevant Period, not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of this resolution; otherwise than any shares which may be issued pursuant to the following events:

* *For identification purpose only*

(i) a rights issue;

(ii) the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company;

(iii) 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 its subsidiaries of shares or rights to acquire shares of the Company; or

(iv) any scrip dividend or similar arrangement in accordance with the articles of association of the Company; 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 members in general meeting."

B. "**THAT**

(a) a general mandate be and is hereby unconditionally granted to the directors to exercise during the Relevant Period all the powers of the Company to repurchase shares in the capital of the Company in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time provided however that the aggregate nominal amount of the shares to be repurchased pursuant to the approval in this paragraph shall not exceed 10% of the share capital of the Company in issue as at the date of this resolution;

(b) the approval in paragraph (a) above shall authorise the directors to procure the Company to repurchase its shares at a price determined by the directors; and

(c) 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 members in general meeting."

C. "**THAT**, conditional on the passing of resolution nos. 4A and 4B set out in the notice of this Meeting, the general mandate granted to the directors to allot shares pursuant to resolution no. 4A set out in the notice of this Meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital which may be allotted or agreed to be allotted by the directors pursuant to such general mandate an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 4B set out in the notice of this Meeting."

By Order of the Board
WONG Shuk Ching
Company Secretary

Hong Kong, 7 January 2016

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, the 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 such power of attorney or authority, must be deposited with the Company's head office and principal place of business in Hong Kong at 2903 Prosperity Place, 6 Shing Yip Street, Kwun Tong, Kowloon, Hong Kong not less than 48 hours before the time appointed for holding the meeting.

(3) Completion and return of the form of proxy will not preclude members from attending and voting in person at the meeting or any adjourned meeting should they so wish, and in such event, the form of proxy shall be deemed to have been revoked.