



海灣控股有限公司  
**GST HOLDINGS LIMITED**

*(incorporated in Cayman Islands with limited liability)*

(Stock Code: 0416)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of GST Holdings Limited (the “Company”) will be held at Chater Room II, The Ritz Carlton, 3 Connaught Road Central, Hong Kong at 3:00 p.m. on 29 December 2006 (Friday) (the “EGM”) for considering and, if thought fit, pass with or without modification, the following resolution as ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT** the framework agreement dated 13 November 2006 made between 海灣安全技術有限公司 (Gulf Security Technology Company Limited\*) and 北京海灣京城房地產開發有限公司 (Beijing Gulf Jingcheng Property Development Limited\*) (the “Framework Agreement”, a copy of which has been produced to the meeting and marked “A” and initialed by the Chairman for the purpose of identification) and the transactions contemplated under the Framework Agreement be and are hereby approved, ratified and confirmed and that the director of the Company be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, agreements, deeds, acts, matters and things as they may in their discretion consider necessary, desirable or expedient for the purpose of or in connection with the implementation of the Framework Agreement.”

By Order of the Board  
**GST Holdings Limited**  
**SONG Jiacheng**  
*Chairman*

*Registered Office:*  
Century Yard  
Cricket Square  
Hutchins Drive  
P.O. Box 2681 GT  
George Town  
Grand Cayman  
British West Indies

*Head Office and Principal Place of Business:*  
Suite 6308, 63rd Floor  
Central Plaza  
18 Harbour Road  
Wanchai, Hong Kong

*Notes:*

1. A member of the Company who is entitled to attend and vote at the EGM shall be entitled to appoint another person as his proxy, to attend and vote instead of him. A proxy need not be a member of the Company but must attend the meeting in person to represent him.
2. A form of proxy for use at the EGM is enclosed. Whether or not a member of the Company intends to attend the EGM in person, he or she is urged to complete and return the form of proxy in accordance with the instructions printed thereon.
3. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
4. Completion and return of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM or on the poll concerned, and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote at the EGM either personally or by proxy, in respect of such share as if he or she were solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy then the one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

Hong Kong, 5 December 2006

*As at the date of this announcement, the Board comprises 9 Directors, of whom, Mr. SONG Jiacheng, Mr. CAO Yu, Mr. PENG Kaichen and Mr. XU Shaowen are executive Directors, Mr. ZENG Jun and Mr. LEE Kwan Hung, Eddie are non-executive Directors, Mr. SUN Lun, Mr. CHANG Tso Tung, Stephen and Mr. CHAN Chi On, Derek are independent non-executive Directors.*

Please also refer to the published version of this announcement in South China Morning Post.