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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult a 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 Glory Future Group Limited (“Company”), you should at once hand this circular together with the accompanying form of proxy 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 Stock Exchange of Hong Kong Limited (“Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of the Company (“Directors”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.



**GLORY FUTURE GROUP LIMITED**  
**光彩未來集團有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
**(stock code: 8071)**

**PROPOSED CHANGE OF COMPANY NAME,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company (“EGM”) to be held at Unit 1006, 10th Floor, Tower One Lippo Centre, No. 89 Queensway, Hong Kong on 15 February 2008 at 11:00 a.m. is set out on pages 10 to 11 of this circular.

Whether or not you are able to attend the EGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the EGM or any adjournment thereof to the Company’s Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for a minimum period of seven (7) days from the date of its publication.

22 January 2008

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## CHARACTERISTICS OF GEM

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GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website at [www.hkgem.com](http://www.hkgem.com) in order to obtain up-to-date information on GEM-listed issuers.

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## DEFINITIONS

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

“Announcement”	announcement of the Company dated 20 December 2007 in relation to the proposed change of Company name
“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	Glory Future Group Limited, a company incorporated in the Cayman Islands with limited liability whose issued Shares are listed on GEM
“Directors”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened at Unit 1006, 10th Floor, Tower One Lippo Centre, No. 89 Queensway, Hong Kong on 15 February 2008 at 11:00 a.m. as set out on pages 10 to 11 of this circular
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	together, the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	18 January 2008, being the latest practicable date prior to the printing of this circular for the purposes of ascertaining certain information contained herein
“PRC”	the People’s Republic of China, which, for the purpose of this circular, shall exclude Hong Kong, the Macau Special Administration Region of the PRC and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares of HK\$0.0005 each in the issued share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tricor Tengis Limited”	the Company’s branch share registrar in Hong Kong

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## LETTER FROM THE BOARD

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光彩未來集團  
Glory Future Group

**GLORY FUTURE GROUP LIMITED**  
**光彩未來集團有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
**(stock code: 8071)**

*Executive Directors:*

Choi Koon Ming (*Chairman*)  
Leung Ngai Man (*Chief Executive Officer*)  
Chow Yeung Tuen, Richard (*Finance Director*)  
Ng Kwok Chu, Winfield  
Wu Wei Hua

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Independent executive Directors:*

Leung Wai Cheung  
Chan Sing Fai  
Liu Jia Qing

*Head office and principal place of  
business in Hong Kong:*

Unit 1006, 10th Floor  
Tower One Lippo Centre  
No. 89 Queensway  
Hong Kong

22 January 2008

*To the Shareholders, and for information only,  
the holders of options and warrants of the Company*

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME  
AND  
RE-ELECTION OF DIRECTORS**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding (i) the proposed change of Company name; and (ii) re-election of Directors. A notice convening the EGM with details of the special resolution and ordinary resolutions to be proposed at the EGM is set out on pages 10 to 11 of this circular.

**PROPOSED CHANGE OF COMPANY NAME**

Reference is made to the Announcement regarding, among other things, the proposed change of Company name from “Glory Future Group Limited 光彩未來集團有限公司” to “China Metal Resources Holdings Limited 中國金屬資源控股有限公司”, subject to the conditions set out below being fulfilled.

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## **LETTER FROM THE BOARD**

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The Group is principally engaged in the provision of web page design and website maintenance services, system integration services and information technology consultancy services and sale of software products. As the Company has been considering pursuing with a mine acquisition in the PRC, the Board believes the change of name of the Company would benefit its future business development, which the Board considers is in the interests of the Company and the Shareholders as a whole.

### **CONDITIONS**

The proposed change of Company name is conditional upon the following:

- (a) the approval of the Shareholders by passing the special resolution at the EGM; and
- (b) the approval of the proposed new name of the Company by the Registrar of Companies in the Cayman Islands.

The new name of the Company will take effect upon the passing of the special resolution approving the change of Company name by the Shareholders, assuming the proposed new name has been approved by the Registrar of Companies in the Cayman Islands in advance. The Company will then carry out all necessary filing procedures with the Registrar of Companies in the Cayman Islands and the Registrar of Companies in Hong Kong.

### **EFFECTS OF CHANGE OF COMPANY NAME**

The proposed change of Company name will not affect any of the rights of the holders of securities of the Company and all existing certificates in issue bearing the existing name of the Company will continue to be evidence of title to such securities and will be valid for trading, settlement and registration purposes.

New share certificates of the Company will be issued under the new name of the Company after the change of Company name has become effective.

Subject to the change of Company name becoming effective, the Shareholders may, during a specified period of not less than 30 days, submit their existing share certificates for the Shares to Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in exchange for new share certificates at the expense of the Company. Any submission after that period will only be accepted for the exchange at a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) for each new share certificate or each existing share certificate cancelled, whichever number of share certificate involved is higher. The new share certificates are expected to be available for collection from Tricor Tengis Limited by the Shareholders within 10 business days after lodgment of the existing share certificates with Tricor Tengis Limited for exchange purpose.

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## **LETTER FROM THE BOARD**

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Further announcement(s) on the outcome of the EGM and the arrangement and timetable relating to the change of Company name and the trading and dealings in the securities of the Company will be made once the change of Company name becomes effective.

### **RE-ELECTION OF DIRECTORS**

In accordance with article 86(3) of the Articles, Dr. Leung Wai Cheung and Mr. Liu Jia Qing shall hold office until the EGM and, being eligible, offer themselves for re-election as Directors at the EGM.

Details of Dr. Leung Wai Cheung and Mr. Liu Jia Qing are set out in the Appendix to this circular.

### **EGM**

The notice of EGM is set out on pages 10 to 11 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the office of Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM and any adjourned meeting (as the case may be) should you so wish.

### **PROCEDURES FOR DEMANDING A POLL**

Pursuant to article 66 of the Articles, at any general meeting a resolution put to the vote of a meeting shall be decided on a show of hands unless voting by way of a poll is required by the rules of the designated stock exchange or (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (a) by the chairman of such meeting; or
- (b) by at least three members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (c) by a member of members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or

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## LETTER FROM THE BOARD

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- (d) by a member or members present in person or in the case of a member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right; or
- (e) if required by the rules of the designated stock exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

Unless a poll is duly demanded and the demand is not withdrawn, a declaration by the chairman that a resolution has been carried, or carried unanimously, or by a particular majority, or not carried by a particular majority, or lost, and an entry to that effect made in the minute book of the Company, shall be conclusive evidence of the facts without proof of the number or proportion of the votes recorded for or against the resolution.

### RECOMMENDATION

The Directors consider that the proposed change of Company name and re-election of Directors are in the interests of the Company and the Shareholders as a whole and accordingly recommend all Shareholders to vote in favour of the special resolution and the ordinary resolutions to be proposed at the EGM.

Yours faithfully,  
By order of the Board of  
**Glory Future Group Limited**  
**Ng Kwok Chu Winfield**  
*Executive Director*

The biographical details of the Directors eligible for re-election at the EGM are set out below:

**Dr. Leung Wai Cheung (“Dr. Leung”), aged 43, independent non-executive Director**

*Qualification and experience*

Dr. Leung is the chief financial officer of FlexSystem Holdings Limited, a company listed on GEM, and an independent non-executive director of Wing Hing International (Holdings) Limited, Sino Prosper Holdings Limited and Mobicon Group Limited, which are companies listed on the Main Board of the Stock Exchange. Dr. Leung is a qualified accountant and chartered secretary with over 21 years of experience in accounting, auditing and financial management. He graduated from Curtin University with a Bachelor of Commerce degree majoring in accounting and subsequently obtained a postgraduate diploma in corporate administration and a Master degree in Professional Accounting from the Hong Kong Polytechnic University and a Doctor of Philosophy degree in Management from the Empresarial University of Costa Rica. He is an associate member of each of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Accountants in England & Wales, CPA Australia, The Institute of Chartered Secretaries and Administrators, The Hong Kong Institute of Chartered Secretaries and the Taxation Institute of Hong Kong, and a fellow member of the Association of Chartered Certified Accountants. Dr. Leung is also a visiting lecturer of the Open University of Hong Kong (LiPACE) and the Hong Kong University (SPACE).

Save as disclosed above, Dr. Leung had not held any directorship in public listed companies or other major appointment in the last three years. Apart from being an independent non-executive Director and a member of each of the audit committee and the remuneration committee of the Company, Dr. Leung does not hold any other position with the Company or any of its subsidiaries and save for his co-directorship with Mr. Leung Ngai Man and Mr. Chan Sing Fai in Sino Prosper Holdings Limited, he is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Dr. Leung did not have, and was not deemed to have, any interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

*Others*

Dr. Leung has not entered into any service contract with the Company. The emoluments to Dr. Leung have not been fixed but will be determined and subject to review by the Board and/or the remuneration committee of the Company from time to

time by reference to his duties and responsibilities with the Company. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no other information which to be disclosed pursuant to any of the requirements set out in Rules 17.51(2)(h) to (v) of the GEM Listing Rules.

**Mr. Liu Jia Qing (“Mr. Liu”), aged 40, independent non-executive Director**

*Qualification and experience*

Mr. Liu graduated from China Central Radio and TV University in the PRC and obtained a bachelor’s degree in Business Corporate Management. Mr. Liu has more than 15 years of experience in mining, smelting and trading. He has been working in the industry of mining resources development since 1991.

Mr. Liu had not held any directorship in public listed companies or other major appointment in the last three years. Apart from being an independent non-executive Director and a member of each of the audit committee and the remuneration committee of the Company, Mr. Liu does not hold any other position with the Company or any of its subsidiaries and he is not related to any other directors, senior management, substantial shareholders or controlling shareholders of the Company.

*Interests in Shares*

As at the Latest Practicable Date, Mr. Liu did not have, and was not deemed to have, any interests in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

*Others*

Mr. Liu has not entered into any service contract with the Company. The emoluments to Mr. Liu have not been fixed but will be determined and subject to review by the Board and/or the remuneration committee of the Company from time to time by reference to his duties and responsibilities with the Company.

He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles.

Save as disclosed above, the Company is not aware of any other matters that need to be brought to the attention of the Shareholders and there is no other information which to be disclosed pursuant to any of the requirements set out in Rules 17.51(2)(h) to (v) of the GEM Listing Rules.

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## NOTICE OF EGM

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光彩未來集團  
Glory Future Group

**GLORY FUTURE GROUP LIMITED**  
**光彩未來集團有限公司**  
(incorporated in the Cayman Islands with limited liability)  
(stock code: 8071)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Glory Future Group Limited (“**Company**”) will be held at Unit 1006, 10th Floor, Tower One Lippo Centre, No. 89 Queensway, Hong Kong on 15 February 2008 at 11:00 a.m.:

to consider and if thought fit, pass the following resolutions as ordinary resolutions of the Company:

- (a) To re-elect Dr. Leung Wai Cheung as a director of the Company; and
- (b) To re-elect Mr. Liu Jia Qing as a director of the Company.

and to consider and, if thought fit, pass the following resolution as a special resolution (with or without modifications) of the Company:

- (c) “**THAT** subject to the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be changed from “Glory Future Group Limited 光彩未來集團有限公司” to “China Metal Resources Holdings Limited 中國金屬資源控股有限公司” and **THAT** any one director or the company secretary of the Company be and is hereby authorised to take all necessary actions to implement such change of name.”

By order of the Board of  
**Glory Future Group Limited**  
**Ng Kwok Chu Winfield**  
*Executive Director*

Hong Kong, 22 January 2008

As at the date hereof, the Board comprises the following directors:

Executive directors:	Messrs. Choi Koon Ming, Chow Yeung Tuen, Richard, Leung Ngai Man, Ng Kwok Chu, Winfield and Ms. Wu Wei Hua
Independent non-executive directors:	Dr. Leung Wai Cheung, Messrs. Chan Sing Fai and Liu Jia Qing

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## NOTICE OF EGM

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Head Office and Principal Place of Business in Hong Kong:	Unit 1006, 10th Floor Tower One Lippo Centre No. 89 Queensway Hong Kong
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*Notes:*

- (1) Any member entitled to attend and vote at the above meeting is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote on his behalf in accordance with the articles of association of the Company. A proxy need not to be a member of the Company.
- (2) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the above meeting or any adjournment thereof.
- (3) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.