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CHINA STAR INVESTMENT HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

(1) VERY SUBSTANTIAL DISPOSAL;

**(2) VERY SUBSTANTIAL ACQUISITION INVOLVING
SUBSCRIPTION OF CONSIDERATION SHARES;**

**(3) VERY SUBSTANTIAL ACQUISITION INVOLVING
SUBSCRIPTION OF CONVERTIBLE BOND;**

(4) MAJOR TRANSACTION INVOLVING PROVISION OF GUARANTEE;

(5) MAJOR TRANSACTION INVOLVING ADVANCE TO AN ENTITY;

**(6) POTENTIAL VERY SUBSTANTIAL ACQUISITION INVOLVING
SUBSCRIPTION OF SETTLEMENT CONVERTIBLE BOND;**

AND

(7) RESUMPTION OF TRADING

VERY SUBSTANTIAL DISPOSAL

On 26 November 2008, Riche entered into the Sale and Purchase Agreement with the Purchaser and Golife pursuant to which the Purchaser has conditionally agreed to acquire and Riche has conditionally agreed to sell the Sale Shares and the Sale Loans for the Consideration of HK\$211,466,310 subject to adjustment.

The Consideration for the Sale Shares and the Sale Loans shall be settled at Completion by the Purchaser in the following manner: (a) HK\$5,581,713 (subject to adjustment) shall be payable in cash to Riche; (b) HK\$5,884,597 by procuring Golife to allot and issue 117,691,940 Consideration Shares credited as fully paid to Riche; (c) HK\$100,000,000 by procuring Golife to issue the Convertible Bond to Riche; and (d) HK\$100,000,000 by procuring Golife to issue the Promissory Note to Riche.

The Disposal constitutes a very substantial disposal on the part of the Company under the Listing Rules and is therefore subject to the Shareholders' approval at the SGM.

VERY SUBSTANTIAL ACQUISITION INVOLVING SUBSCRIPTION OF CONSIDERATION SHARES

Pursuant to the Sale and Purchase Agreement, part of the Consideration in the amount of HK\$5,884,597 will be settled by the Purchaser procuring Golife to allot and issue to Riche 117,691,940 Consideration Shares at an issue price of HK\$0.05 per Consideration Share credited as fully paid at Completion.

The subscription for the Consideration Shares as aforesaid constitutes a very substantial acquisition on the part of the Company under the Listing Rules and is therefore subject to the Shareholders' approval at the SGM.

VERY SUBSTANTIAL ACQUISITION INVOLVING SUBSCRIPTION OF CONVERTIBLE BOND

Pursuant to the Sale and Purchase Agreement, part of the Consideration in the amount of HK\$100,000,000 will be settled by the Purchaser procuring Golife to issue the Convertible Bond to Riche.

The subscription for the Convertible Bond as aforesaid constitutes a very substantial acquisition on the part of the Company under the Listing Rules and is therefore subject to the Shareholders' approval at the SGM.

MAJOR TRANSACTION INVOLVING PROVISION OF GUARANTEE

The Company has provided the Hang Seng Guarantee to Hang Seng Bank Limited, Fuzhou Branch in respect of the JV Company's indebtedness under the Hang Seng Loan. The Hang Seng Loan is for a term of five years commencing from 11 September 2006 with a fixed repayment schedules by nine instalments.

As at 31 October 2008, the outstanding principal due by the JV Company to Hang Seng Bank Limited, Fuzhou Branch was RMB281,288,388 (approximately HK\$317,856,000) and the accrued interest thereon was RMB3,485,568 (approximately HK\$3,939,000).

Riche has undertaken with the Purchaser in the Sale and Purchase Agreement that it shall procure the Company to maintain the Hang Seng Guarantee to remain in full force and effect in all respect until the Hang Seng Loan is discharged, repaid or settled in full absolutely. Upon Completion, the JV Company will cease to be a subsidiary of the Company. The provision of financial assistance under the Hang Seng Guarantee by the Company pursuant to the Sale and Purchase Agreement constitutes a major transaction on the part of the Company for the purpose of Chapter 14 of the Listing Rules and is therefore subject to Shareholders' approval at the SGM.

As the provision of financial assistance under the Hang Seng Guarantee by the Company exceeds 8% of the Group's assets ratio as at 30 June 2008, a disclosure obligation arises under Rule 13.13 of the Listing Rules.

MAJOR TRANSACTION INVOLVING ADVANCE TO AN ENTITY

As at the date of the Sale and Purchase Agreement, the CJV Partner is indebted to Riche in an amount of HK\$374,677,812, which the said indebtedness is interest free, unsecured and has no fixed term of repayment. Pursuant to the Sale and Purchase Agreement, the CJV Partner's Loan will not be settled immediately upon the Completion.

Upon Completion, World East and the CJV Partner will cease to be subsidiaries of the Company. The provision of financial assistance under the CJV Partner's Loan by Riche constitutes a major transaction on the part of the Company for the purpose of Chapter 14 of the Listing Rules and is therefore subject to Shareholders' approval at the SGM.

The provision of financial assistance under the CJV Partner's Loan by Riche exceeds 8% of the Group's assets ratio as at 30 June 2008, a disclosure obligation arises under Rule 13.13 of the Listing Rules.

POTENTIAL VERY SUBSTANTIAL ACQUISITION INVOLVING SUBSCRIPTION OF SETTLEMENT CONVERTIBLE BOND

For the purpose of settlement of the CJV Partner's Loan, the Purchaser has agreed to procure Golife to issue the Settlement Convertible Bond to Riche on the fifth anniversary of Completion for a principal sum equivalent to the then outstanding CJV Partner's Loan. Assuming the CJV Partner does not repay any of the CJV Partner's Loan, the principal sum of the Settlement Convertible Bond will be HK\$374,677,812.

The subscription of the Settlement Convertible Bond as aforesaid constitutes a potential very substantial acquisition on the part of the Company. Accordingly, this will also be subject to Shareholders' approval at the SGM.

A circular containing, among other things, further details of the Disposal, the subscription of the Consideration Shares, the subscription of the Convertible Bond, the financial assistance provided by the Company under the Hang Seng Guarantee, the financial assistance by way of the CJV Partner's Loan and the potential subscription of the Settlement Convertible Bond, together with the notice of the SGM will be despatched to the Shareholders as soon as practicable and in accordance with the Listing Rules.

RESUMPTION OF TRADING

Trading in the Shares on the Stock Exchange was suspended from 9:30 a.m. on 27 November 2008 pending the release of this announcement at the request of the Company. Application has been made to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 11 December 2008.

THE SALE AND PURCHASE AGREEMENT

Date: 26 November 2008

Parties: (1) Vendor : Riche
(2) Purchaser : Mega Shell Services Limited
(3) Guarantor : Golife

To the best knowledge, information and belief of the Directors after having made all reasonable enquiries, the Purchaser, Golife and their ultimate beneficial owners are third parties independent of and not connected with the Company and any of its connected persons as defined under the Listing Rules.

The Purchaser is an investment holding company and a wholly-owned subsidiary of Golife.

Assets to be disposed

Pursuant to the Sale and Purchase Agreement, the Purchaser has conditionally agreed to acquire and the Company has conditionally agreed to sell the Sale Shares and the Sale Loans, which amount to HK\$46,678,498 as at 31 October 2008.

The Sale Shares comprise the entire issued share capital of Shinhan-Golden and World East. Shinhan-Golden is an investment holding vehicle which holds 96.7% of the registered capital of the JV Company. Shinhan-Golden also owns the entire issued share capital of Beijing Jianguo (BVI), which is a dormant company with no business operation. Except the aforesaid, Shinhan-Golden has no other business.

The remaining 3.3% registered capital of the JV Company is held by the CJV Partner. The CJV Partner is owned as to 49% by Liao and 51% by Chen. Each of Chen and Liao has by an undertaking dated 3 July 2003 as supplemented by a supplemental undertaking dated 7 November 2003 undertaken to World East to transfer their respective interests in the registered capital of the CJV Partner to World East at a price with reference to valuation of such respective registered capital when the laws in the PRC allow foreign investors to own more than 51% in the registered capital of the CJV Partner. As at the date of this announcement, the remaining 3.3% interest of the JV Company remains to be held by the CJV Partner and Chen and Liao have not transferred their interests in the CJV Partner to World East. Other than holding the Chen Undertaking and the Liao Undertaking, World East has no other business. The CJV Partner is principally engaged in distribution of movies in the PRC.

The JV Company is the registered and beneficial owner of the Property located in Inner Jiangou Gate of Dongcheng District, Beijing, the PRC with the land use right certificate number Shi Dong Zhong Wai Guo Yong (97) Zi Di no. 00347. The Property has been transformed into a high-end serviced apartment for rental purpose and presents 208 sophisticated residences with one to three bedroom layouts and duplex suites, a vast clubhouse with sports, recreation and children's facilities and a large private garden. The Property has commenced operation in the late June 2008 and is managed by SHAMA, one of the leading providers of boutique serviced apartments in the Hong Kong real estate market and an Independent Third Party.

Consideration

The Consideration, subject to adjustment, for the Sale Shares and Sale Loans shall be satisfied at Completion by the Purchaser in the following manner:

- (a) HK\$5,581,713 (subject to adjustments) to be paid in cash by the Purchaser to Riche;
- (b) HK\$5,884,597 by procuring Golife to allot and issue 117,691,940 Consideration Shares credited as fully paid;
- (c) HK\$100,000,000 by procuring Golife to issue the Convertible Bond; and
- (d) HK\$100,000,000 by procuring Golife to issue the Promissory Note.

The Consideration was agreed between Riche and the Purchaser after arm's length negotiations with reference to (i) a preliminary valuation conducted by an independent valuer on a direct comparison approach basis valuing the Property at approximately RMB800,000,000 (approximately HK\$904,000,000) as at 31 October 2008; (ii) the outstanding balance of the Hang Seng Loan of RMB281,288,388 (approximately HK\$317,856,000) as at 31 October 2008; and (iii) the outstanding balance of the CJV Partner's Loan of HK\$374,677,812 as at the date of the Sale and Purchase Agreement. A formal valuation report of the Property will be included in the circular in relation to the Disposal to be dispatch to the Shareholders. As fair value approach and net book value approach are employed in determining the Consideration, the Directors (including independent non-executive Directors) consider that the Consideration is fair and reasonable.

In the event that the total outstanding balances of the Sale Loans as at the date of the Completion exceeds HK\$46,678,498, the cash payable by the Purchaser to Riche shall be increased by the corresponding difference. In the event that the total outstanding balances of the Sale Loans as at the date of the Completion is less than HK\$46,678,498, the cash payable by the Purchaser to Riche shall be reduced by the corresponding difference.

Conditions precedent

Completion shall be conditional upon and subject to:

- (a) the Purchaser being satisfied in its absolute discretion with the results of the due diligence review of the assets, liabilities, operations and affairs of the Shinhan-Golden and its subsidiaries, World East and the CJV Partner as the Purchaser may reasonably consider appropriate;
- (b) the passing by the Shareholders eligible to vote and not required to be abstained from voting under the Listing Rules at the SGM of ordinary resolution(s) to approve the Sale and Purchase Agreement and the transactions contemplated thereunder and the financial assistance provided by the Company to the JV Company under the Hang Seng Guarantee;

- (c) the passing by the shareholders of Golife eligible to vote and not required to be abstained from voting under the GEM Listing Rules at an extraordinary general meeting of Golife to be convened and held of ordinary resolutions to approve:
- (i) the Sale and Purchase Agreement and the transactions contemplated thereunder (including the allotment and issue of the Consideration Shares, the issue of the Convertible Bond, the allotment and issue of the Conversion Shares upon conversion of the Convertible Bond, the issue of the Settlement Convertible Bond, the allotment and issue of the Settlement CB Conversion Shares and the issue of the Promissory Note);
 - (ii) if necessary, the increase of authorised share capital of Golife to such amount as shall allow Golife to allot and issue the Consideration Shares, the Conversion Shares and the Settlement CB Conversion Shares; and
 - (iii) the CJV Partner's Corporate Guarantee and the transaction contemplated thereunder including the annual caps thereof;
- (d) the GEM Listing Committee of the Stock Exchange granting listing of and permission to deal in the Consideration Shares, the Conversion Shares and the Settlement CB Conversion Shares;
- (e) the obtaining of a valuation report (in the form and substance satisfactory to the Purchaser) from a valuer appointed by the Purchaser showing the value of the Property to be not less than RMB800,000,000;
- (f) completion of the Fund Raising Exercise by Golife;
- (g) the obtaining of a legal opinion issued by PRC lawyers instructed by the Purchaser in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder (including but not limited to the title to the Property, the Chen Undertaking and the Liao Undertaking);
- (h) the obtaining of all such necessary consent, release and discharge of Hang Seng Bank Limited, Fuzhou Branch in respect of the Sale and Purchase Agreement and the transactions contemplated thereunder subject to such conditions as required by Hang Seng Bank Limited, Fuzhou Branch as neither Riche nor the Purchaser may reasonably object;
- (i) if necessary, the relevant government or monetary authority granting consent to the allotment and issue of the Consideration Shares, the Conversion Shares and the Settlement CB Conversion Shares; and
- (j) with prejudice to (h) and (i) above, all such necessary approvals, consents or waiver from relevant governmental, regulatory or other relevant bodies in relation to the Sale and Purchase Agreement and the transactions contemplated thereunder.

All of the conditions, except the condition (a) above which the Purchaser may waive, are not waivable under the Sale and Purchase Agreement. If the conditions have not been satisfied and/or waived on or before 31 May 2009, or such later date as Riche and the Purchaser may agree, the Sale and Purchase Agreement shall cease and determine, and thereafter neither party shall have any obligations and liabilities towards each other thereunder save for any antecedent breaches of the terms thereof.

Completion

Completion shall take place at 4:00 p.m. on the date falling three Business Days after the fulfilment (or waiver) of the conditions or such later date as may be agreed between Riche and the Purchaser.

The Purchaser has agreed and undertaken to Riche that within one month after the date of the Completion the Purchaser shall procure Golife to appoint such person as nominated by Riche from time to time as an executive director of Golife. This is a nomination right of director given to Riche. However, the appointment of new director will be a matter for consideration and decision of the board of directors of Golife. In considering any new director (including the person nominated by Riche), the board of directors of Golife will take into account the skills, qualification, working experience, professional knowledge, leadership and personal integrity of the candidates. These factors will also apply in relation to the appointment of the executive director nominated by Riche.

Guarantee

Under the Sale and Purchase Agreement, Golife has guaranteed to Riche the due and punctual performance of the Purchaser of its obligations under the Sale and Purchase Agreement.

Information on Golife

Golife and its subsidiaries are principally engaged in distribution of high-end apparel and accessories.

According to the unaudited consolidated financial statements of the Golife and its subsidiaries for the six months ended 30 June 2008, which were prepared in accordance with the Hong Kong Financial Reporting Standards, the unaudited consolidated net liabilities of the Golife and its subsidiaries as at 30 June 2008 was HK\$12,232,000. The unaudited loss before and after taxation for the six months ended 30 June 2008 were HK\$25,126,000 and HK\$25,138,000 respectively.

According to audited financial statements of the Golife and its subsidiaries for the nine months ended 31 December 2006 and the year ended 31 December 2007, the profit before and after taxation for the nine months ended 31 December 2006 were HK\$1,824,000 and HK\$1,148,000 respectively. The loss before and after taxation for the year ended 31 December 2007 were both HK\$92,240,000.

TERMS OF CONSIDERATION SHARES

The 117,691,940 Consideration Shares will be allotted and issued at an issue price of HK\$0.05 per Consideration Share, credited as fully paid. The Consideration Shares, when allotted and issued, shall rank pari passu in all respects with the Golife Shares in issue on the date of allotment and issue of the Consideration Shares including the right to all dividends, distributions and other payments made or to be made, the record date for which falls on or after the date of such allotment and issue. Application for the listing of and permission to deal in the Consideration Shares will be made to the GEM Listing Committee of the Stock Exchange by Golife.

The Consideration Shares represent (i) approximately 42.65% of the existing issued share capital of Golife as at the date of this announcement; and (ii) approximately 29.90% of the issued share capital of Golife as enlarged by the allotment and issue of the Consideration Shares.

The issue price of HK\$0.05 per Consideration Share represents (i) a discount of approximately 18.03% to the closing price of HK\$0.061 per Golife Share as quoted on the Stock Exchange on 18 November 2008, being the date immediately prior to the date of the suspension of trading in the Golife Shares (the “**Last Trading Day**”); (ii) a discount of approximately 43.82% to the average of the closing prices of approximately HK\$0.089 per Golife Share as quoted on the Stock Exchange for the last five trading days up to and including the Last Trading Day; and (iii) a discount of approximately 53.23% to the average of the closing prices of HK\$0.1069 per Golife Share as quoted on the Stock Exchange for the last ten trading days up to and including the Last Trading Day.

TERMS OF CONVERTIBLE BOND

The terms of the Convertible Bond have been negotiated on an arm’s length basis and the principal terms of which are summarised below:

Issuer:	Golife
Principal Amount:	HK\$100,000,000
Maturity:	A fixed term of ten years from the date of issue the Convertible Bond. Unless previously redeemed, converted or cancelled, Golife shall redeem the outstanding principal amount of the Convertible Bond on the maturity date.
Interest:	The Convertible Bond bears no interest.
Redemption:	Golife may at any time upon the date of issue and before the maturity date of the Convertible Bond, by serving at least seven days’ prior written notice on the bondholder(s) with the total amount proposed to be redeemed from the bondholder(s) specified therein, redeem the Convertible Bond at par.

Any amount of the Convertible Bond which remains outstanding on the maturity date shall be redeemed at its then outstanding principal amount.

Conversion Price:

The Conversion Price is initially HK\$0.05 per Conversion Share (subject to adjustment). The adjustments are subject to review by Golife's auditors. The adjustments for the Conversion Price include the followings:

- (i) alteration of the nominal amount of each Golife Share by reason of any consolidation or subdivision;
- (ii) an issue (other than in lieu of a cash dividend) by Golife of Golife Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (iii) a capital distribution being made by Golife, whether on a reduction or otherwise, to Golife shareholders (in their capacity as such) or a grant by Golife shareholders (in their capacity as such) or rights to acquire for cash assets of Golife or any of its subsidiaries;
- (iv) an offer of new Golife Shares for subscription by way of rights, or a grant of options or warrants to subscribe new Golife Shares being made by Golife to its shareholders (in their capacity as such);
- (v) an issue wholly for cash being made by Golife of securities convertible into or exchangeable for or carrying rights of subscription for new Golife Shares and the total effective consideration per Golife Share receivable for such securities is less than 90% of the market price on the date of announcement of the terms of the issue of such securities;
- (vi) an issue of Golife Shares wholly for cash at a price per Golife Share which is less than 90% of the market price on the date of announcement of the terms of such issue; and
- (vii) an issue of Golife Shares for acquisition of assets at a total effective consideration per Golife Share which is less than 90% of the market price of the date of the announcement of the terms of such issue.

The Conversion Price represents (i) a discount of approximately 18.03% to the closing price of HK\$0.061 per Golife Share as quoted on the Stock Exchange on the Last Trading Day ; (ii) a discount of approximately 43.82% to the average of the closing prices of HK\$0.089 per Golife Share as quoted on the Stock Exchange for the last five trading days upon to and including the Last Trading Day; and (iii) a discount of approximately 53.23% to the average of the closing prices of HK\$0.1069 per Golife Share as quoted on the Stock Exchange for the last ten trading days upon to and including the Last Trading Day.

Conversion Shares:	<p>Assuming there is an immediate exercise in full of the conversion rights attaching to the Convertible Bond at the Conversion Price by the bondholders, Golife will allot and issue an aggregate of 2,000,000,000 new Golife Shares, which is the maximum number of Golife Shares to be issued, representing approximately 724.83% of the existing issued share capital of Golife.</p> <p>The Conversion Shares will be allotted and issued pursuant to the specific mandate to be sought at an extraordinary general meeting of Golife.</p>
Conversion:	<p>The bondholder(s) may at any time during the conversion period convert the whole or part (in multiples of HK\$1,000,000) of the principal amount of the Convertible Bond into the Conversion Shares at the Conversion Price.</p> <p>Provided that any conversion of the Convertible Bond (i) does not trigger a mandatory offer obligation under Rule 26 of the Code on the part of the bondholder(s) and their respective concerted parties which exercised the conversion right; and (ii) will not cause the public float of Golife unable to meet the requirement under the GEM Listing Rules, the bondholder(s) shall have the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the Convertible Bond into the Conversion Shares.</p>
Transferability:	<p>The bondholder(s) may only assign or transfer the Convertible Bond to the transferee subject to the consent of Golife.</p> <p>Golife has undertaken to the Stock Exchange that it will promptly notify the Stock Exchange upon becoming aware of any dealings in the Convertible Bond by any connected person (as defined under the Listing Rules) of Golife.</p>
Ranking:	<p>The Conversion Shares, when allotted and issued, will rank pari passu in all respects with all existing Golife Shares in issue on the date of the allotment and issue of the Conversion Shares.</p>
Status:	<p>The Convertible Bond constitutes direct, unconditional, unsubordinated and unsecured obligations of Golife and rank pari passu without any preference (with the exception as may be provided by applicable legislation) equally with all other present and/or future unsecured and unsubordinated obligations of Golife.</p>
Voting Rights:	<p>The Convertible Bond does not confer any voting rights at any meetings of Golife.</p>
Application for listing:	<p>No application will be made by Golife for listing of the Convertible Bond. Application will be made by Golife to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares.</p>

TERMS OF PROMISSORY NOTE

The terms of the Promissory Note have been negotiated on an arm's length basis and the principal terms of which are summarised below:

- Parties: Golife as issuer and Riche as payee
- Principal Amount: HK\$100,000,000
- Maturity: A fixed term of five years from the date of issue of the Promissory Note.
- If Golife defaults in repayment on the maturity date of any part of the principal sum, Golife shall pay interest on such overdue sum from the maturity date until payment in full (before and after judgment) at the rate of 10% per annum.
- Interest: The Promissory Note bears no interest.
- Early repayment: Provided that Golife has given to Riche not less than ten Business Days' prior notice in writing of its intention to repay any part of the outstanding principal amount of the Promissory Note, Golife may at any time from the date of the issue of the Promissory Note up to the date immediately prior to the maturity date, repay the entire Promissory Note or any part of it (in amounts of not less than HK\$1,000,000) by payment to Riche of the outstanding principal amount of the Promissory Note save that if at that time, the outstanding principal amount of the Promissory Note is less than HK\$1,000,000, the whole (but not part only) of the Promissory Note may be repaid.
- Assignment: The Promissory Note may, subject to the ten Business Days' prior written notice to Golife, be transferred or assigned by Riche to any person. Golife will issue an announcement and inform the Stock Exchange if the Promissory Note is transferred or assigned to the connected persons of Golife.

FINANCIAL INFORMATION ON THE DISPOSED GROUP

According to the unaudited consolidated accounts of Shinhan-Golden and its subsidiaries for the year ended 31 December 2007 and the six months ended 30 June 2008 which were prepared in accordance with the Hong Kong Financial Reporting Standards, the unaudited consolidated net assets values of Shinhan-Golden and its subsidiaries as at 31 December 2007 and 30 June 2008 were approximately HK\$250,659,000 and HK\$257,945,000 respectively. The unaudited consolidated profit before and after taxation for the year ended 31 December 2007 were both approximately HK\$122,348,000. The unaudited consolidated loss before and after taxation for the six months ended 30 June 2008 were approximately HK\$4,904,000 and HK\$9,944,000 respectively.

According to the unaudited consolidated accounts of World East and its subsidiary for the year ended 31 December 2007 and the six months 30 June 2008 which were prepared in accordance with the Hong Kong Financial Reporting Standards, the unaudited consolidated net assets values of World East and its subsidiary as at 31 December 2007 and 30 June 2008 were approximately HK\$1,560,000 and HK\$20,965,000 respectively. The unaudited consolidated loss before and after taxation for the year ended 31 December 2007 were both approximately HK\$194,000. The unaudited consolidated loss before and after taxation for the six months ended 30 June 2008 were both approximately HK\$93,000.

FINANCIAL EFFECT OF THE DISPOSAL

For illustration purpose, assuming the Disposal had been completed on 30 June 2008, the costs of Disposal would include the goodwill arising from the acquisition of Shinhan-Golden and its subsidiaries as at 30 June 2008 (being the date of the latest unaudited published financial statements of the Group) of HK\$40,382,000, the unaudited net assets value of the Disposed Group as at 30 June 2008 of HK\$278,910,000 (in which the Property was valued at RMB861,000,000 (approximately HK\$972,930,000) as at 30 June 2008 by an independent professional valuer) and the Sale Loans of HK\$46,678,498. The Group would recognise a loss from the Disposal of HK\$154,504,188.

In view of the substantial estimated loss from the Disposal of HK\$154,504,188, the Directors examine the cost elements of the Disposal and have the following findings:

(i) Fair value of the Property

Given the downturn in the PRC property market in second half of 2008, the fair value of the Property decreases from RMB861,000,000 as at 30 June 2008 to RMB800,000,000 as at 31 October 2008. Based on the fair value of RMB800,000,000 as at 31 October 2008, the Group has to recognise a decrease in fair value of the Property of RMB61,000,000 (or approximately HK\$68,930,000) in its consolidated income statement for the period from 1 July 2008 to 31 October 2008 regardless the Disposal.

(ii) Goodwill arising from the acquisition

In the year ended 31 December 2007, the Group recognised an impairment loss in respect of goodwill arising from the acquisition of Shinhan-Golden and its subsidiaries of HK\$37,828,000 which represents 48.95% of the initial balance of goodwill arisen from the acquisition in 2006. In view of the slowdown in the GDP growth in the PRC in the second half of 2008 led by the collapse of Lehman Brothers in mid of September 2008, an impairment in respect of goodwill for the period from 1 July 2008 to 31 October 2008 is expected regardless the Disposal. Although the size of the impairment for the period from 1 July 2008 to 31 October 2008 has not been yet quantified, the Directors believe that the impairment will be substantial. Such view is based on the fact that the Group recognised an impairment loss of HK\$37,828,000 in 2007 where the PRC economy performed well in that year.

(iii) Sales Loans

Out of the balances of the Sale Loans of HK\$46,678,498, HK\$38,820,739 represents the sale loan acquired by Riche from Northbay Investments Holdings Limited, the previous owner of Shinhan-Golden, in 2006. The remaining balance of HK\$7,857,759 mainly represents the cash advanced to Shinhan-Golden and its subsidiaries for their daily operations and the renovation of the Property. Although the Sales Loans are included in the costs of the Disposal, the Sales Loans have no effect on the estimated loss on the Disposal as the exclusion of Sales Loans from the assets to be disposed would reduce the Consideration by the same amount.

Based on the above findings, the Directors are of view that the estimated loss from the Disposal (assuming the Completion taken place on 30 June 2008) contains a substantial amount of impairments that should be recognised in the Group's consolidated financial statements for the period from 1 July 2008 to 31 October 2008 and the estimated loss from the Disposal has no effect on the Group's cashflow position. As such, the Directors consider that the Consideration is fair and reasonable.

The Group intends to use the cash proceeds from the Disposal as general working capital for the Group.

Prior to the Disposal, Shinhan-Golden, the JV Company, World East, the CJV Partner and Beijing Jianguo (BVI) are treated as subsidiaries of the Company and their results are consolidated into that of the Company. Following the Completion, Shinhan-Golden, the JV Company, World East, the CJV Partner and Beijing Jianguo (BVI) will cease to be subsidiaries of the Company.

As the Company will hold 29.9% of the issued share capital of Golife following the Completion, Golife will be treated as an associate of the Company. The Group's interest in Golife will be accounted for in its consolidated balance sheet by reference to the Group's share of net assets under the equity method of accounting less any impairment losses. The results of Golife will be equity accounted for in the Group's consolidated financial statements.

REASONS FOR THE DISPOSAL

The Group has recently completed the acquisition of a management services provider to the concierge departments of gaming promoters in Macau and is in the process of acquiring a 50% equity interest in Kingsway Hotel Limited in Macau.

As the Group has rapidly expanded its business in recent years, the Directors consider that the Disposal provides an opportunity to Group to (i) restructure its business; (ii) enable the Group to concentrate its resources on Macau operations; and (iii) improve the Group's gearing ratio. As such, the Directors are of view that the Disposal is in the interests of the Company and the Shareholders as a whole.

VERY SUBSTANTIAL ACQUISITION INVOLVING SUBSCRIPTION OF CONSIDERATION SHARES

Pursuant to the Sale and Purchase Agreement, part of the Consideration in the amount of HK\$5,884,597 will be settled by the Purchaser procuring Golife to allot and issue to Riche 117,691,940 Consideration Shares at an issue price of HK\$0.05 per Consideration Share credited as fully paid at Completion. The subscription of Consideration Shares by Riche constitutes a very substantial acquisition on the part of the Company as the applicable percentage ratios exceed 100% and is therefore subject to the approval of Shareholders at the SGM.

The Directors (including the independent non-executive Directors) consider that the subscription of the Consideration Shares is fair and reasonable and in the interest of the Company and its Shareholders as a whole based on the following grounds:

- (i) the subscription of the 117,691,940 Consideration Shares as a partial settlement of the Consideration is part of the terms and conditions of the Sale and Purchase Agreement which were agreed between Riche and the Purchaser after arm's length negotiation; and
- (ii) the issue price of HK\$0.05 per Consideration Share represents an 18.03% discount to the closing price of HK\$0.061 per Golife Share on the Last Trading Day.

VERY SUBSTANTIAL ACQUISITION INVOLVING SUBSCRIPTION OF CONVERTIBLE BOND

Pursuant to the Sale and Purchase Agreement, part of the Consideration in the amount of HK\$100,000,000 will be settled by the Purchaser procuring Golife to issue the Convertible Bond to Riche. The subscription of the Convertible Bond by Riche constitutes a very substantial acquisition on the part of the Company as the applicable percentage ratios exceed 100% and is therefore subject to the approval of Shareholders at the SGM.

The Directors (including the independent non-executive Directors) consider that the subscription of the Convertible Bond is fair and reasonable and in the interest of the Company and its Shareholders as a whole on the following grounds:

- (i) the subscription of the Convertible Bond as a partial settlement of the Consideration is part of the terms and conditions of the Sale and Purchase Agreement which were agreed between Riche and the Purchaser after arm's length negotiation; and
- (ii) the initial Conversion Price of HK\$0.05 per Conversion Share represents an 18.03% discount to the closing price of HK\$0.061 per Golife Share on the Last Trading Day.

MAJOR TRANSACTION INVOLVING PROVISION OF FINANCIAL ASSISTANCE UNDER THE HANG SENG GUARANTEE

The Company has provided the Hang Seng Guarantee to Hang Seng Bank Limited, Fuzhou Branch in respect of the JV Company's indebtedness under the Hang Seng Loan. The Hang Seng Loan is for a term of five years commencing from 11 September 2006 with a fixed repayment schedules by nine instalments.

As at 31 October 2008, the outstanding principal due by the JV Company to Hang Seng Bank Limited, Fuzhou Branch was RMB281,288,388 (approximately HK\$317,856,000) and the accrued interest thereon was approximately RMB3,485,568 (approximately HK\$3,939,000).

Riche has undertaken with the Purchaser in the Sale and Purchase Agreement that it shall procure the Company to maintain the Hang Seng Guarantee to remain in full force and effect in all respect until the Hang Seng Loan is discharged, repaid or settled in full absolutely. Upon Completion, the JV Company will cease to be a subsidiary of the Company. The provision of financial assistance under the Hang Seng Guarantee by the Company pursuant to the Sale and Purchase Agreement constitutes a major transaction on the part of the Company for the purpose of Chapter 14 of the Listing Rules and is therefore subject to Shareholders' approval at the SGM.

The Hang Seng Guarantee

Date: 11 September 2006

Parties: (1) the Company (as guarantor)
(2) Hang Seng Bank Limited, Fuzhou Branch (as lender)

The obligations guaranteed by the Company under the Hang Seng Guarantee is the aggregate of the Hang Seng Loan and the interest thereon and all other monies due from or owing by the JV Company to Hang Seng Bank Limited, Fuzhou Branch under a loan agreement dated 11 September 2006. The Hang Seng Loan carries an interest rate equivalent to 110% of the 5-year benchmark RMB lending rate, which as at the date of the Sale and Purchase Agreement was 7.722%. As at the date of this announcement, the applicable interest rate was 6.534%.

As disclosed in the Group's latest interim report for the six months ended 30 June 2008, the value of unaudited total assets of the Group was HK\$1,581,592,000. Since the provision of financial assistance under the Hang Seng Guarantee by the Company exceeds 8% of the Group's assets ratio, a disclosure obligation arises under Rule 13.13 of the Listing Rules. The Company will comply with Rule 13.20 of the Listing Rules whereby the Company is required to disclose details of the provision of financial assistance under the Hang Seng Guarantee to the JV Company in its interim and annual reports.

REASONS FOR THE PROVISION OF THE HANG SENG GUARANTEE

The provision of financial assistance under the Hang Seng Guarantee by the Company is part of the terms and conditions of the Sale and Purchase Agreement to facilitate the Disposal. Following the Disposal, Golife will become an associate of the Company and it is a normal business practice to provide a financial assistance to a company in which a shareholder has a substantial equity interest. The financial assistance provided under the Hang Seng Guarantee by the Company is unsecured.

Other than the Hang Seng Guarantee provided by the Company, the Hang Seng Loan is further secured by a mortgage over the Property. Based on the independent valuation, the fair value of the Property as at 31 October 2008 well exceeds the outstanding balance of the Hang Seng Loan together with the accrued interest thereon by 1.8 times. As such, the Hang Seng Loan is fully collateralised and the Hang Seng Guarantee only acts as a form of further security to the lender.

In view of the above, the Directors (including the independent non-executive Directors) are of the opinion that the provision of financial assistance under the Hang Seng Guarantee is fair and reasonable and in the interest of the Company and its Shareholders as a whole.

MAJOR TRANSACTION INVOLVING ADVANCE TO AN ENTITY

Chen and Liao, the owners of the registered capital of the CJV Partner, have undertaken to World East to transfer to World East or its designated entity at a price with reference to valuation on the CJV Partner's registered capital when the laws in the PRC allow foreign investors to own more than 51% in the registered capital of the CJV Partner. As the Group has full power to govern the financial and operation policies of the CJV Partner so as to obtain benefits from the CJV Partner, the Group has regarded itself to have control over the CJV Partner and the CJV Partner's results are fully consolidated into that of the Group.

As at the date of the Sale and Purchase Agreement, the CJV Partner is indebted to Riche in an amount of HK\$374,677,812, which the said indebtedness is interest free, unsecured and has no fixed term of repayment. Pursuant to the Sale and Purchase Agreement, the CJV Partner's Loan will not be settled immediately upon the Completion.

To secure the repayment of the CJV Partner's Loan, Golife will provide the CJV Partner's Corporate Guarantee to Riche upon Completion for a term of maximum of three financial years of the Company ending 31 December 2011. In addition, the Purchaser has agreed and undertaken with Riche that the Purchaser shall procure the Company to issue the Settlement Convertible Bond on the day falling on the fifth anniversary of the date of Completion to Riche if any part of the CJV Partner's Loan have not been settled. Riche has agreed that upon the issue of the Settlement Convertible Bond to Riche, all the then remaining outstanding of the CJV Partner's Loan shall be deemed to have been repaid and satisfied in full by the CJV Partner. Save the CJV Partner's Corporate Guarantee, the CJV Partner's Loan is not collateralised on other security after Completion.

Upon Completion, World East and the CJV Partner will cease to be subsidiaries of the Company. The provision of financial assistance under the CJV Partner's Loan by Riche constitutes a major transaction on the part of the Company for the purpose of Chapter 14 of the Listing Rules and is therefore subject to Shareholder's approval at the SGM.

As disclosed in the Group's latest interim report for the six months ended 30 June 2008, the value of unaudited total assets of the Group was HK\$1,581,592,000. Since the financial assistance extended by the Company under the CJV Partner's Loan exceeds 8% of the Group's assets ratio, a disclosure obligation arises under Rule 13.13 of the Listing Rules. The Company will comply with Rule 13.20 of the Listing Rules whereby the Company is required to disclose details of the financial assistance to the CJV Partner in its interim and annual reports.

TERMS OF THE SETTLEMENT CONVERTIBLE BOND

The principal terms of the Settlement Convertible Bond are as follows:

Date of Issue:	the day falling the fifth anniversary of the date of Completion
Issuer:	Golife
Principal Amount:	Equivalent to outstanding amount of the CJV Partner's Loan as at the date of issue
Maturity:	A fixed term of ten years from the date of issue the Settlement Convertible Bond. Unless previously redeemed, converted or cancelled, Golife shall redeem the outstanding principal amount of the Settlement Convertible Bond on the maturity date.
Interest:	The Settlement Convertible Bond carries an interest of 3% per annum, payable quarterly in arrears.
Redemption:	Golife may at any time upon the date of issue and before the maturity date of the Settlement Convertible Bond, by serving at least seven days' prior written notice on the bondholder(s) with the total amount proposed to be redeemed from the bondholder(s) specified therein, redeem the Settlement Convertible Bond at par.

Any amount of the Settlement Convertible Bond which remains outstanding on the maturity date shall be redeemed at its then outstanding principal amount.

Conversion Price:

The Settlement CB Conversion Price is initially HK\$0.05 per Settlement CB Conversion Share (subject to adjustment as per the adjustment mechanism set out in the instrument constituting the Settlement Convertible Bond (i) from the date of the Completion to the date immediately before the issue date of the Settlement Convertible Bond; and (ii) from the date of issue of the Settlement Convertible Bond). The adjustments are subject to review by Golife's auditors. The adjustments conversion price include the followings:

- (i) alteration of the nominal amount of each Golife Share by reason of any consolidation or subdivision;
- (ii) an issue (other than in lieu of a cash dividend) by Golife of Golife Shares credited as fully paid by way of capitalisation of profits or reserves (including any share premium account or capital redemption reserve fund);
- (iii) a capital distribution being made by Golife, whether on a reduction or otherwise, to Golife shareholders (in their capacity as such) or a grant by Golife shareholders (in their capacity as such) or rights to acquire for cash assets of Golife or any of its subsidiaries;
- (iv) an offer of new Golife Shares for subscription by way of rights, or a grant of options or warrants to subscribe new Golife Shares being made by Golife to its shareholders (in their capacity as such);
- (v) an issue wholly for cash being made by Golife of securities convertible into or exchangeable for or carrying rights of subscription for new Golife Shares and the total effective consideration per Golife Share receivable for such securities is less than 90% of the market price on the date of announcement of the terms of the issue of such securities;
- (vi) an issue of Golife Shares wholly for cash at a price per Golife Share which is less than 90% of the market price on the date of announcement of the terms of such issue; and
- (vii) an issue of Golife Shares for acquisition of assets at a total effective consideration per Golife Share which is less than 90% of the market price of the date of the announcement of the terms of such issue.

The Settlement CB Conversion Price represents (i) a discount of approximately 18.03% to the closing price of HK\$0.061 per Golife Share as quoted on the Stock Exchange on the Last Trading day; (ii) a discount of approximately 43.82% to the average of the closing prices of HK\$0.089 per Golife Share as quoted on the Stock Exchange for the last five trading days upon to and including the Last Trading Day; and (iii) a discount of approximately 53.23% to the average of the closing prices of HK\$0.1069 per Golife Share as quoted on the Stock Exchange for the last ten trading days upon to and including the Last Trading Day.

Settlement CB
Conversion Shares:

Assuming the CJV Partner's Loan is not repaid in whole or in part prior to the issue of the Settlement Convertible Bond and for the purpose of illustration only upon the exercise in full of the conversion rights attaching to the Settlement Convertible Bond at the Settlement CB Conversion Price at HK\$0.05 per Settlement CB Conversion Shares by the bondholders, Golife will allot and issue an aggregate of 7,493,556,240 new Golife Shares, which is the maximum number of Golife Shares to be issued, representing approximately 2,715.78% of the existing issued share capital of Golife.

The Settlement CB Conversion Shares will be allotted and issued pursuant to the specific mandate to be sought at an extraordinary general meeting of Golife.

Conversion:

The bondholder(s) may at any time during the conversion period convert the whole or part (in multiples of HK\$1,000,000) of the principal amount of the Settlement Convertible Bond into the Settlement CB Conversion Shares at the Settlement CB Conversion Price.

Provided that any conversion of the Settlement Convertible Bond (i) does not trigger a mandatory offer obligation under Rule 26 of the Code on the part of the bondholder(s) and their respective concerted parties which exercised the conversion right; and (ii) will not cause the public float of Golife unable to meet the requirement under the GEM Listing Rules, the bondholder(s) shall have the right at any time during the conversion period to convert the whole or part of the outstanding principal amount of the Settlement Convertible Bond into the Settlement CB Conversion Shares.

Transferability:

The bondholder(s) may only assign or transfer the Settlement Convertible Bond to the transferee subject to the consent of Golife.

Golife has undertaken to the Stock Exchange that it will promptly notify the Stock Exchange upon becoming aware of any dealings in the Settlement Convertible Bond by any connected person of Golife.

- Ranking:** The Settlement CB Conversion Shares, when allotted and issued, will rank pari passu in all respects with all existing Golife Shares in issue on the date of the allotment and issue of the Settlement CB Conversion Shares.
- Status:** The Settlement Convertible Bond constitutes direct, unconditional, unsubordinated and unsecured obligations of Golife and rank pari passu without any preference (with the exception as may be provided by applicable legislation) equally with all other present and/or future unsecured and unsubordinated obligations of Golife.
- Voting Rights:** The Settlement Convertible Bond does not confer any voting rights at any meetings of Golife.
- Application for listing:** No application will be made by Golife for listing of the Settlement Convertible Bond. Application will be made by Golife to the GEM Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Settlement CB Conversion Shares.

REASONS FOR THE ADVANCE TO AN ENTITY

The provision of financial assistance under the CJV Partner's Loan by Riche is part of the terms and conditions of the Sale and Purchase Agreement to facilitate the Disposal. Following the Disposal, Golife will become an associate of the Company and it is a normal business practice to provide a financial assistance to a company in which a shareholder has a substantial equity interest.

In view of the corporate guarantee in respect of the CJV Partner's Loan given by Golife and the right to convert the then outstanding balance of the CJV Partner's Loan into the Settlement Convertible Bond after the fifth anniversary of the Completion, the Directors (including independent non executive Directors) consider that the provision of financial assistance under the CJV Partner's Loan is fair and reasonable and in the interest of the Company and Shareholders as a whole.

POTENTIAL VERY SUBSTANTIAL ACQUISITION INVOLVING SUBSCRIPTION OF THE SETTLEMENT CONVERTIBLE BOND

In the event that the CJV Partner does not repay the CJV Partner's Loan to Riche in full prior to the fifth anniversary of the Completion, the Purchaser shall procure Golife to issue to Riche the Settlement Convertible Bond for a principal sum equivalent to the then outstanding amount of the CJV Partner's Loan. Assuming the CJV Partner does not repay any of the CJV Partner's Loan, the principal sum of the Settlement Convertible Bond will be HK\$374,677,812. Details of the Settlement Convertible Bond have been set out under the section headed "Terms of the Settlement Convertible Bond" above.

The subscription of the Settlement Convertible Bond by Riche on the fifth anniversary of the Completion pursuant to the Sale and Purchase Agreement constitutes a potential very substantial acquisition on the part of the Company as the applicable percentage ratios exceed 100% and is therefore subject to the approval of Shareholders at the SGM.

The Directors (including the independent non-executive Directors) consider that the subscription of the Settlement Convertible Bond is fair and reasonable and in the interest of the Company and its Shareholders as a whole on the following grounds:

- (i) the subscription of the Settlement Convertible Bond is part of the terms and conditions of the Sale and Purchase Agreement which were agreed between Riche and the Purchaser after arm's length negotiation for purpose of settlement of the CJV Partner's Loan;
- (ii) the initial Settlement CB Conversion Price of HK\$0.05 per Settlement CB Conversion Share represents an 18.03% discount to the closing price of HK\$0.061 per Golife Share on the Last Trading Day; and
- (iii) the Settlement Convertible Bond carries an interest of 3% per annum.

SHAREHOLDING STRUCTURE OF GOLIFE

The shareholding structure of Golife (1) as at the date of this announcement; (2) immediately after full conversion of the Golife Existing Convertible Bonds; (3) immediately after full conversion of the Golife Existing Convertible Bonds and the Golife Existing Share Options; (4) immediately after full conversion of the Golife Existing Convertible Bonds, the Golife Existing Share Options and the completion of the placing contemplated under the Fund Raising Exercise; (5) immediately after full conversion of the Golife Existing Convertible Bonds, the Golife Existing Share Options, the completion of the Fund Raising Exercise; (6) immediately after full conversion of the Golife Existing Convertible Bonds, the Golife Existing Share Options, the completion of the Fund Raising Exercise and the allotment and issue of the 117,691,940 Consideration Shares; (7) immediately after full conversion of the Golife Existing Convertible Bonds, the Golife Existing Share Options, the completion of the Fund Raising Exercise, the allotment and issue of the 117,691,940 Consideration Shares and the full conversion of the Convertible Bond; (8) immediately after full conversion of the Golife Existing Convertible Bonds, the Golife Existing Share Options, the completion of the Fund Raising Exercise, the allotment and issue of the 117,691,940 Consideration Shares, the full conversion of the Convertible Bond and the full conversion of the Settlement Convertible Bond; and (9) immediately after full conversion of the Golife Existing Convertible Bonds, the Golife Existing Share Options, the completion of the Fund Raising Exercise, the

allotment and issue of the 117,691,940 Consideration Shares, the conversion of the Convertible Bond (to the extent that Riche's shareholding in Golife capped at approximately 29.9%) and the conversion of the Settlement Convertible Bond (to the extent that Riche's shareholding in Golife capped at approximately 29.9%) are as follows:

	As at the date of this announcement		Immediately after full conversion of the Golife Existing Convertible Bonds		Immediately after full conversion of the Golife Existing Convertible Bonds, the Golife Existing Share Options, the completion of the Fund Raising Exercise, the allotment and issue of the 117,691,940 Consideration Shares, the conversion of the Convertible Bond (to the extent that Riche's shareholding in Golife capped at 29.9%) and the conversion of the Settlement Convertible Bond (to the extent that Riche's shareholding in Golife capped at 29.9%) (For illustration purpose only)		Immediately after full conversion of the Golife Existing Convertible Bonds, the Golife Existing Share Options, the completion of the Fund Raising Exercise, the allotment and issue of the 117,691,940 Consideration Shares, the full conversion of the Convertible Bond and the full conversion of the Settlement Convertible Bond (Note 1) (For illustration purpose only)		Immediately after full conversion of the Golife Existing Convertible Bonds, the Golife Existing Share Options, the completion of the Fund Raising Exercise; the allotment and issue of the 117,691,940 Consideration Shares and the full conversion of the Settlement Convertible Bond (Note 2) (For illustration purpose only)		Immediately after full conversion of the Golife Existing Convertible Bonds, the Golife Existing Share Options, the completion of the Fund Raising Exercise, the allotment and issue of the 117,691,940 Consideration Shares, the conversion of the Convertible Bond (to the extent that Riche's shareholding in Golife capped at 29.9%) (For illustration purpose only)			
	No. of Golife Shares	Approx. %	No. of Golife Shares	Approx. %	No. of Golife Shares	Approx. %	No. of Golife Shares	Approx. %	No. of Golife Shares	Approx. %	No. of Golife Shares	Approx. %	No. of Golife Shares	Approx. %
Goww Hiap Kian (Note 3)	68,732,000	24.91	68,732,000	10.65	68,930,000	9.86	96,502,000	9.86	96,502,000	3.11	96,502,000	0.91	96,502,000	6.91
Golfig Investment Group Limited (Note 3)	13,500,000	4.89	69,500,000	10.76	69,500,000	9.94	97,300,000	9.94	97,300,000	8.87	97,300,000	0.92	97,300,000	6.97
Chan Met Sau, Teresina (Note 4)	—	—	313,684,210	48.59	313,684,210	44.86	439,157,894	44.86	439,157,894	40.05	439,157,894	4.15	439,157,894	31.45
Dunechan Chiu	—	—	198,000	0.03	198,000	0.03	277,200	0.03	277,200	0.03	277,200	0.00	277,200	0.02
Richard Yen (Note 5)	—	—	198,000	0.03	198,000	0.03	277,200	0.03	277,200	0.03	277,200	0.00	277,200	0.02
Riche	—	—	—	—	—	—	—	—	117,691,940	10.73	2,117,691,940	68.39	9,611,248,180	29.90
									(Note 2)					
Public places	—	—	—	—	53,000,000	7.58	74,200,000	7.58	74,200,000	6.76	74,200,000	2.40	74,200,000	5.31
Public	193,694,613	70.20	193,694,613	30.00	193,694,613	27.70	271,172,458	27.70	271,172,458	24.73	271,172,458	8.76	271,172,458	19.42
Total	275,926,613	100	645,610,823	100	699,204,823	100	978,886,752	100	1,096,578,692	100	10,590,134,932	100	1,396,414,766	100

Notes:

1. Assuming all Golife shareholders had taken all their respective entitlement under the open offer as announced by Golife on 28 November 2008.
2. Exercise of the conversion rights conferred under the Convertible Bond and the Settlement Convertible Bond is subject to the restriction that (i) that any conversion of the Convertible Bond and the Settlement Convertible Bond do not trigger a mandatory offer obligation under Rule 26 of the Code on the part of the bondholder(s) and their respective concerted parties which exercised the conversion rights; and (ii) any conversion of the Convertible Bond and the Settlement Convertible Bond do not cause Golife to be unable to meet the public float of 25% as required under the GEM Listing Rules.
3. As at the date of this announcement, under the Securities and Futures Ordinance, Goldig Investment Group Limited is deemed to be interested in 56,000,000 Golife Shares through its interest in the Golife Existing Convertible Bonds in the principal amount of HK\$7,000,000 issued by Golife. Adding the 13,500,000 Golife Shares it beneficially owns, Goldig Investment Group Limited is deemed to be interested in an aggregate of 69,500,000 Golife Shares. Goldig Investment Group Limited is a wholly owned subsidiary of Chung Chiu (PTC) Limited (formerly known as “Chung Chiu Limited”), which in turn is wholly owned by a discretionary trust. The founder of the discretionary trust is Gouw Hiap Kian, and the trustee of the discretionary trust is HSBC International Trustee Limited. In these circumstances, under the Securities and Futures Ordinance, Chung Chiu (PTC) Limited, Gouw Hiap Kian and HSBC International Trustee Limited are deemed to be interested in the 69,500,000 underlying Golife Shares held by Goldig Investment Group Limited.
4. Ms. Chan Mei Sau, Teresina has undertaken not to exercise the conversion rights attaching to the Golife Existing Convertible Bonds in an aggregate principal amount of HK\$38,200,000 if such conversion will cause her shareholding interest in Golife, together with the shareholding interest of the parties acting in concert with her in Golife, equal to or exceed 30% of the Golife Shares in issue following such conversion unless Ms. Chan Mei Sau, Teresina is willing to make a general offer to all Golife shareholders pursuant to the Codes.
5. Mr. Richard Yen resigned as director of Golife with effect from 16 November 2008 and is a connected person of Golife.

GENERAL

The Company is an investment holding company and its subsidiaries are principally engaged in property investment and the provision of management services to the concierge department of gaming promoters in Macau.

The Disposal constitutes a very substantial disposal on the part of the Company under the Listing Rules and will be subject to the approval of the Shareholders at the SGM. To the best knowledge of the Director’s knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Disposal. Accordingly, no Shareholder is required to abstain from voting on the resolution to approve the Disposal at the SGM.

Each of the subscriptions of the Consideration Shares and the Convertible Bond constitutes a very substantial acquisition on the part of the Company under the Listing Rules. The subscription of the Settlement Convertible Bond constitutes a potential very substantial acquisition on the part of the Company under the Listing Rules. Accordingly, they will be subject to the approval of the Shareholders at the SGM. To the best knowledge of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the aforesaid subscription transactions. Accordingly, no Shareholder is required to abstain from voting on the resolutions to approve the aforesaid subscription transactions at the SGM.

Upon Completion, the financial assistance provided under the Hang Seng Guarantee and the financial assistance provided under the CJV Partner's Loan each will constitute a major transaction on the part of the Company under the Listing Rules. Therefore, the provision of financial assistance to the JV Company provided under the Hang Seng Guarantee and the financial assistance provided under the CJV Partner's Loan will be subject to approval of Shareholders at the SGM. To the best knowledge of the Director's knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the two major transactions. Accordingly, no Shareholder is required to abstain from voting on the resolution to approve the financial assistance provided under the Hang Seng Guarantee and the financial assistance provided under the CJV Partner's Loan at the SGM.

The Disposal is conditional upon the conditions set out in the section headed "Condition Precedent". The subscription of the Consideration Shares, the subscription of the Convertible Bond and the subscription of the Settlement Convertible Bond, the provision of financial assistance under the Hang Seng Guarantee and the provision of financial assistance under the CJV Partner's Loan are parts of the terms and conditions of the Sale and Purchase Agreement, they are inter-conditional with the Disposal.

A circular containing, among other things, further details of the Disposal, the subscription of the Consideration Shares, the subscription of the Convertible Bond and the subscription of the Settlement Convertible Bond, the provision of financial assistance under the Hang Seng Guarantee and the provision of financial assistance under the CJV Partner's Loan and the valuation of the Property together with a notice convening the SGM will be despatched to the Shareholders in compliance with the Listing Rules.

SUSPENSION AND RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 9:30 a.m. on 27 November 2008 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 11 December 2008.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“associates”	has the meaning ascribed to this term under the Listing Rules
“Beijing Jianguo (BVI)”	Beijing Jianguo Real Estate Development Co., Ltd., a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of Shinhan-Golden
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday or public holiday) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Chen”	Ms. Chen Peng (陳萍), a PRC citizen and owner of 51% registered capital of the CJV Partner
“Chen Undertaking”	an undertaking dated 3 July 2003 as supplemented by a supplemental undertaking dated 7 November 2003 by Chen in relation to the transfer of 51% of the registered capital in the CJV Partner
“CJV Partner’s Corporate Guarantee”	the guarantee to be given by Golife in favour of Riche in respect of the CJV Partner’s Loan
“CJV Partner”	上海昇平文化發展有限公司, a company established and existing under the laws of the PRC
“CJV Partner’s Loan”	the total obligations, liabilities and debts owing or incurred by the CJV Partner to Riche in the sum of HK\$374,677,812 as at the date of the Sale and Purchase Agreement
“Code”	The Hong Kong Code on Takeovers and Mergers
“Company”	China Star Investment Holdings Limited, a company incorporated in the Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Completion”	completion of the Disposal
“connected persons”	has the meaning ascribed to this term under the Listing Rules

“Consideration”	the consideration of HK\$211,466,310 payable by the Purchaser to Riche for the Disposal and to be satisfied in the manner as described in this announcement
“Consideration Shares”	117,691,940 Golife Shares to be allotted and issued to Riche at an issue price of HK\$0.05 per Golife Share by Golife for the purpose of settling part of the Consideration
“Conversion Price”	the conversion price at which the Convertible Bond is to be converted into the Conversion Shares
“Conversion Shares”	the Golife Shares to be allotted and issued to the holder of the Convertible Bond upon conversion of the same
“Convertible Bond”	the ten year zero coupon convertible bond with a face value of HK\$100,000,000 to be issued by Golife for the purpose of settling part of the Consideration
“Directors”	the directors of the Company
“Disposal”	the disposal of the Sale Shares and Sale Loans in accordance with the Sale and Purchase Agreement
“Disposed Group”	collectively, Shinhan-Golden, World East, the JV Company and Beijing Jianguo (BVI)
“Fund Raising Exercise”	a fund raising exercise to be conducted by Golife raising a net proceeds of not less than HK\$9,500,000 by way of (i) an open offer to holders of issued Golife Shares for subscription of up to a maximum of 279,681,928 new Golife Shares on the basis of every five issued Golife Shares for two new Golife Shares at a subscription price of HK\$0.05 per new Golife Share; (ii) a placing of 53,000,000 new Golife Shares at a placing price of HK\$0.075 per new Golife Share pursuant to the general mandate granted to the directors of Golife; and (iii) such other fund raising activities as Riche may approve in writing
“GEM”	the Growth Enterprise Market operated by the Stock Exchange
“GEM Listing Committee”	the Listing Committee of the Stock Exchange responsible for GEM
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Golife”	Golife Concepts Holdings Limited, a company incorporated in the Cayman Islands and the issued ordinary shares of which are listed on the GEM

“Golife Existing Convertible Bonds”	collectively (i) the convertible bond of HK\$3,200,000 conferring rights to convert a total of 33,684,210 Golife Shares on basis of an initial conversion price of HK\$0.095 per Golife Share (subject to adjustment); (ii) the convertible bonds in an aggregate principal amount of HK\$35,000,000 conferring rights to convert a total of 280,000,000 Golife Shares on the basis of an initial conversion price of HK\$0.125 per Golife Share (subject to adjustment); and (iii) the convertible bond of HK\$7,000,000 conferring rights to convert a total of 56,000,000 Golife Shares on the basis of an initial conversion price of HK\$0.125 per Golife Share (subject to adjustment)
“Golife Share”	the ordinary share of par value of HK\$0.05 each in the share capital of Golife
“Golife Share Options”	the total outstanding 594,000 share options granted under the share option scheme of Golife adopted on 6 March 2002
“Group”	the Company and its subsidiaries
“Hang Seng Guarantee”	the guarantee dated 11 September 2006 executed by the Company in favour of Hang Seng Bank Limited, Fuzhou Branch
“Hang Seng Loan”	the loan facility for a total principal sum of RMB350,000,000 advanced by Hang Seng Bank Limited, Fuzhou Branch to the JV Company pursuant to a loan agreement dated 11 September 2006 entered into between the JV Company and Hang Seng Bank Limited, Fuzhou Branch
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third party(ies) independent of and not connected with any director, chief executive or substantial shareholders of the Company and its subsidiaries or any of their respective associate
“JV Company”	北京莎瑪房地產開發有限公司 (formerly known as 北京建國房地產開發有限公司), a company organised and existing under the laws of the PRC which is owned as to 96.7% by Shinhan-Golden and as to 3.3% by the CJV Partner
“Liao”	Mr. Liao Miao-yuan (賴淼源), a PRC citizen and owner of 49% registered capital of the CJV Partner
“Liao Undertaking”	an undertaking dated 3 July 2003 as supplemented by a supplemental undertaking dated 7 November 2003 by Liao in relation to the transfer of 49% of the registered capital in the CJV Partner

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Promissory Note”	the promissory note to be issued by Golife for a principal sum of HK\$100,000,000 for the purpose of settling part of the Consideration
“Property”	the property located at Inner Jianguo Gate of Dongcheng District, Beijing, the PRC
“Purchaser”	Mega Shell Services Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of Golife
“Riche”	Riche (BVI) Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
“Sale and Purchase Agreement”	the conditional sale and purchase agreement dated 26 November 2008 entered into between the Purchaser, Riche and Golife in relation to the sale and purchase of the Sale Shares and the Sale Loans
“Sale Loans”	collectively, the Shinhan-Golden Sale Loan and WE Sale Loan
“Sale Shares”	collectively, the Shinhan-Golden Sale Shares and WE Sale Share
“Settlement Convertible Bond”	the ten years 3% coupon convertible bond with a face value of such sum as equivalent to the then outstanding CJV Partner’s Loan to be issued by Golife for the purpose of settlement of the CJV Partner’s Loan
“Settlement CB Conversion Price”	the conversion price at which the Settlement Convertible Bond is to be converted into the Settlement CB Conversion Shares
“Settlement CB Conversion Shares”	the new Golife Shares which shall be allotted and issued to the holder of the Settlement Convertible Bond upon conversion of the same
“SGM”	the special general meeting of the Company to be held and convened for the purpose of considering and, if thought fit, approving the Sale and Purchase Agreement and the transactions contemplated thereunder
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shinhan-Golden”	Shinhan-Golden Faith International Development Limited, a company incorporated in the British Virgin Islands and is wholly-owned subsidiary of Riche

“Shinhan-Golden Sale Loan”	all obligations, liabilities and debts owing or incurred by Shinhan-Golden to Riche on or at any time prior to Completion
“Shinhan-Golden Sale Shares”	9,500,000 issued shares of par value of US\$1.00 in the share capital of Shinhan-Golden, representing the entire issued share capital of Shinhan-Golden
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“WE Sale Loan”	all obligations, liabilities and debts owing or incurred by World East to Riche on or at any time prior to Completion
“WE Sale Shares”	one issued share of par value of US\$1.00 in the share capital of World East, representing the entire issued share capital of World East
“World East”	World East Investments Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of Riche
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent.

BY ORDER OF THE BOARD
China Star Investment Holdings Limited
HEUNG WAH KEUNG
Chairman

Hong Kong, 10 December 2008

As at the date of this announcement, the Board comprises of two executive Directors, namely, Mr. Heung Wah Keung and Ms. Chen Ming Yin, Tiffany; and three independent non-executive Directors, namely, Mr. Tang Chak Lam, Gilbert, Mr. Ho Wai Chi, Paul and Mr. Lien Wai Hung.