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Golife Concepts Holdings Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8172)

**SHARE TRANSACTION
ACQUISITION OF 50% OF THE EQUITY INTEREST IN
BO SHING INTERNATIONAL COMPANY LIMITED
AND
RULE 17.10 ANNOUNCEMENT
MEMORANDUM OF UNDERSTANDING RELATING TO LICENCE RIGHTS
AND
RESUMPTION OF TRADING**

The Board is pleased to announce that on 30 April 2007, Sunfame, a wholly-owned subsidiary of the Company, entered into the Memorandum of Agreement with Long Lead, pursuant to which Sunfame has conditionally agreed to acquire from Long Lead 50% of the entire issued share capital of Bo Shing for an aggregate consideration of HK\$3,600,000. HK\$1,800,000, being 50% of the Consideration, will be satisfied by cash payment; the remaining HK\$1,800,000, being 50% of the Consideration, will be satisfied by the issuance and allotment of the Consideration Shares to Long Lead, at an issue price of HK\$0.12 per share, which is equivalent to (i) a premium of approximately 2.56% to the closing price of HK\$0.117 per Share as quoted on the Stock Exchange on 27 April 2007, being the last trading day prior to the entering of the Memorandum of Agreement; (ii) a premium of approximately 2.39% to the average closing price of HK\$0.1172 per Share as quoted on the Stock Exchange over the immediately preceding 5 trading days prior to and including 27 April 2007, being the last trading day prior to the entering of the Memorandum of Agreement; and (iii) a premium of approximately 0.50% to the average closing price of HK\$0.1194 per Share as quoted on the Stock Exchange over the immediately preceding 10 trading days prior to and including 27 April 2007, being the last trading day prior to the entering of the Memorandum of Agreement.

The Consideration Shares to be issued to Long Lead will represent (i) approximately 1.48% of the issued share capital of the Company; and (ii) approximately 1.46% of the issued share capital of the Company as enlarged by the issuance and allotment of the Consideration Shares. The Consideration Shares are to be issued and credited as fully paid pursuant to the general mandate granted to the Directors at the annual general meeting of the Company held on 22 August 2006.

Based on the closing price of HK\$0.117 per Share as quoted on the Stock Exchange on 27 April 2007, the Consideration Shares have a market value of HK\$1,755,000.00.

The Acquisition constitutes a share transaction of the Company under Chapter 19 of the GEM Listing Rules.

In the event that any of the conditions precedent stated in the Memorandum of Agreement are not fulfilled, the Acquisition may not proceed.

The Board is also pleased to announce that Golife CR, a wholly-owned subsidiary of the Company to be incorporated in Hong Kong, entered into the Memorandum of Understanding with the Company and Ms. Rowley on 30 April 2007, pursuant to which (i) Ms. Rowley shall grant CRHK the exclusive right to use the Trademark on Products designed by Ms. Rowley for the purposes of the Business in the Territory for the duration of the Exclusive License Period; (ii) CRHK shall grant Golife CR the exclusive right to distribute and sell the Products in Hong Kong, for such time period as the Parties may agree but in no case exceeding the Exclusive License Period; and (iii) CRHK shall have the first right of refusal to (a) the worldwide exclusive right to use the Trademark on watches which are designed by CRHK; and (b) the exclusive right to use the Trademark on women's footwear which are designed by CRHK in the Territory.

This announcement is also made by the Company pursuant to Rule 17.10 of the GEM Listing Rules.

In the meantime, shareholders of and potential investors in the Company are recommended to exercise caution when dealing in or investing in the Shares.

At the request of the Company, trading in the Shares has been suspended from 9:30 a.m. on 2 May 2007 pending the issue of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 7 May 2007.

THE MEMORANDUM OF AGREEMENT

Date of the Memorandum of Agreement

30 April 2007

Parties

Purchaser: Sunfame, a wholly-owned subsidiary of the Company

Vendor: Long Lead

Asset to be acquired

The Sale Shares, representing 50% of the entire issued share capital of Bo Shing

Consideration

HK\$3,600,000

Payment terms and basis for Consideration

HK\$1,800,000, being 50% of the Consideration, will be satisfied by cash payment; the remaining HK\$1,800,000, being 50% of the Consideration, will be satisfied by the issuance and allotment of the Consideration Shares to Long Lead, at an issue price of HK\$0.12 per share. The issue price has been determined with reference to the prevailing market price of the Shares, which is equivalent to (i) a premium of approximately 2.56% to the closing price of HK\$0.117 per Share as quoted on the Stock Exchange on 27 April 2007, being the last trading day prior to the entering of Memorandum of Agreement; (ii) a premium of approximately 2.39% to the average closing price of HK\$0.1172 per Share as quoted on the Stock Exchange over the immediately preceding 5 trading days prior to and including 27 April 2007, being the last trading day prior to the entering of the Memorandum of Agreement; and (iii) a premium of approximately 0.50% to the average closing price of HK\$0.1194 per Share as quoted on the Stock Exchange over the immediately preceding 10 trading days prior to and including 27 April 2007, being the last trading day prior to the entering of the Memorandum of Agreement.

Long Lead undertakes that upon completion of the Acquisition, it will not sell, dispose or deal in whatsoever manner with the Consideration Shares or any part thereof within 6 months after completion.

The Consideration Shares to be issued to Long Lead will represent (i) approximately 1.48% of the issued share capital of the Company; and (ii) approximately 1.46% of the issued share capital of the Company as enlarged by the issuance and allotment of the Consideration Shares. The Consideration Shares are to be issued and credited as fully paid pursuant to the general mandate granted to the Directors at the annual general meeting of the Company held on 22 August 2006, and shall rank pari passu in all respects with the existing Shares in issue.

The Consideration has been arrived at after arm's length negotiation between Sunfame and Long Lead, based on normal commercial terms with reference to a combination of factors including the historical results and business potential of Brand 1, and the exclusive distribution rights of Brand 1's products. Given the good prospects of the sale and distribution of Brand 1's products in and the growing economy of the Territory, in particular, the PRC, the Directors consider the Consideration to be fair and reasonable.

Conditions precedent

Completion of the Acquisition is conditional upon, amongst other things: –

- (i) the Stock Exchange granting approval to the listing of and permission to deal in the Consideration Shares;
- (ii) Sunfame being satisfied with the result of the legal due diligence review of Bo Shing;

- (iii) Herend entering into a design contract with Sunfame (or its designated subsidiary) pursuant to which Herend and Sunfame shall jointly design a special series of porcelain articles (the “**Special Articles**”), and Sunfame (or its designated subsidiary) shall have the right to distribute, franchise and retail the Special Articles in the Territory, but in other territories (i.e. territories other than the Territory) through the distribution channels of Herend; and
- (iv) Bo Shing entering into a franchise agreement with a third-party company pursuant to which Bo Shing shall grant to third-party company exclusive distribution franchise or retail rights in respect of Brand 1 porcelain articles in Beijing and Shanghai of the PRC, such franchise agreement must include a development schedule with a minimum of 5 new outlets (shops or shop-in-shops) on or before 31 December 2008.

Unless otherwise waived by Sunfame, if the conditions precedent are not fulfilled or waived on or before the Long Stop Date, Sunfame shall have the right to terminate and rescind the Memorandum of Agreement.

Completion

Completion of the Acquisition is expected to take place within 1 month from the fulfillment of all conditions precedent.

REASONS AND BENEFITS OF THE ACQUISITION

Since August 2006, the Group has principally engaged in the design, production and distribution of branded luxury apparel and lifestyle accessories in the PRC region.

In the Management Discussion and Analysis of the Group’s Annual Report 2006, the Group said it will continue to identify and forge equity and/or distribution partnership with unique fashion and lifestyle-product brands with character, market potential and longevity. It will focus on a “vertical brand-raising” model, which will enable it to attract more “up and coming” brands in the PRC to become its partners. The Group targets to double its points of sales every 18 months.

The Group also plans to start distributing products and setting up retail operations in the PRC, the fastest growing economy in Asia.

The Directors consider that the Acquisition will enable the Group to participate in the distribution of products of a top luxury porcelain brand as well as gain immediate access to the lucrative retail market in the PRC. On such basis, the Directors are of the opinion that the terms of the Acquisition are fair and reasonable, and that the Acquisition is in the best interests of the Company and the shareholders of the Company as a whole.

INFORMATION ON THE COMPANY

The Company is an investment holding company and the principal business of the Company is distribution and brand management engaged in the franchised sales of (i) London-based Anya Hindmarch, a brand offering chic designer ladies' handbag, leather accessories, luggages, shoes and apparel; and (ii) Paris-based Paule Ka, a women's wear design house offering a "young couture" style that appeal to women who opt for subtly elegant designer apparel. The Company also has equity interests in Life of Circle, a brand offering lifestyle consumer products including but not limited to jewellery and accessories; as well as is involved in the international and Hong Kong distribution of its products.

INFORMATION ON SUNFAME

Sunfame is an investment holding company and a wholly owned subsidiary of the Company.

INFORMATION ON LONG LEAD

Long Lead is an investment holding company. The Company confirms that, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Long Lead and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company (as defined in the GEM Listing Rules).

INFORMATION ON BO SHING

Bo Shing is a company recently established under the laws of the British Virgin Islands on 19 March 2007. It has a book value of US\$100 (equivalent to HK\$776.80) and no profits for the two financial years immediately preceding the Acquisition. The Company confirms that, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Bo Shing and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company (as defined in the GEM Listing Rules).

Bo Shing will become an associate (as defined in the GEM Listing Rules) but not a subsidiary upon completion of the Acquisition.

Bo Shing has the exclusive distribution right of Brand 1's products up to the end of year 2012 in the Territory. Through Bo Shing, the Group will be involved in the design, franchise, retail and distribution of Brand 1's products in the Territory.

INFORMATION ON HEREND

The establishment of one of the oldest porcelain companies of Hungary, Herend fell on the period of national independence, which was the result of Hungarian development of bourgeois mentality.

Herend's founder, Vince Stingl, established the manufactory of Herend in 1826. Herend was then privatised in 1993. The mission of Herend is to maintain its position as a profitable enterprise on the leading edge

of production of hand-crafted luxury porcelain goods of outstanding quality, nurturing the history and traditions of artisanship, providing a secure, long-term workplace for our skilled employees.

The Company confirms that, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Herend and its ultimate beneficial owners are third parties independent of the Company and connected persons of the Company (as defined in the GEM Listing Rules).

INFORMATION ON BRAND 1

Brand 1 is one of the world's top luxury brands of fine porcelain. Founded in Hungary in 1826, Brand 1 has produced exquisite dinnerware, figurines and lifestyle home accessories to discerning customers, including celebrities and royalties of the world. Brand 1's products are today sold in over 50 countries of the world.

According to the Luxury Institute's 2006 annual Luxury Brand Status Index (LBSI) survey of Fine China brands, Brand 1 was ranked the top brand among the 29 brands tested, which included Cartier, Hermes, Kate Spade, Tiffany and Vera Wang.

GENERAL

The Acquisition constitutes a share transaction of the Company under Chapter 19 of the GEM Listing Rules. Application will be made to the Stock Exchange for the listing of and permission to deal in the Consideration Shares.

THE MEMORANDUM OF UNDERSTANDING

The Board is pleased to announce that Golife CR, a wholly-owned subsidiary of the Company to be incorporated in Hong Kong, has entered into the Memorandum of Understanding with the Company and Ms. Rowley on 30 April 2007, pursuant to which (i) Ms. Rowley shall grant CRHK the exclusive right to use the Trademark on Products designed by Ms. Rowley for the purposes of the Business in the Territory for the duration of the Exclusive License Period; (ii) CRHK shall grant Golife CR the exclusive right to distribute and sell the Products in Hong Kong for such time period as the Parties may agree but in no case exceeding the Exclusive License Period; and (iii) CRHK shall have the first right of refusal to (a) the worldwide exclusive right to use the Trademark on watches which are designed by CRHK; and (b) the exclusive right to use the Trademark on women's footwear which are designed by CRHK in the Territory (the "**Proposed Transactions**").

CRHK is a connected person of the Company by way of being an associate of the Company's director.

Pursuant to the Memorandum of Understanding, the Parties have agreed, as their respective binding obligations, that they shall in good faith proceed to try to enter into a definitive agreement with respect to the Proposed Transactions by or before 1 June 2007 or a later date as agreed by the Parties unless the Parties agree not to proceed in writing.

Under the Memorandum of Understanding, CRHK shall pay to Ms. Rowley a minimum royalty equivalent to 6% on the Wholesale Price in respect of Products manufactured or sourced by CRHK:–

- (a) Contract Year 1: US\$60,000 (equivalent to HK\$466,080);
- (b) Contract Year 2: US\$80,000 (equivalent to HK\$621,440); and
- (c) Contract Year 3: US\$180,000 (equivalent to HK\$1,398,240).

CRHK shall also pay to Ms. Rowley a runway contribution fee in the amount as set out as follows:–

- (a) Contract Year 1: US\$20,000 (equivalent to HK\$155,360);
- (b) Contract Year 2: US\$20,000 (equivalent to HK\$155,360); and
- (c) Contract Year 3: US\$20,000 (equivalent to HK\$155,360).

REASONS AND BENEFITS OF THE PROPOSED TRANSACTIONS

The Directors consider that the Proposed Transactions will enable the Group to participate in the design, manufacturing, promotion, marketing, development, management, distribution and sale of the Products in the Territory. Given the licensing nature of the business cooperation between the Company and Ms. Rowley, the Proposed Transactions will give the Company generous flexibility in terms of product designs and pricing strategies, hence enabling Brand 2 to command a significant market size in the PRC. The Proposed Transactions will also give the Company opportunities to strengthen its product development capabilities in a broad range of product categories.

On such basis, the Directors are of the opinion that the terms of the Memorandum of Understanding are fair and reasonable, and that the Proposed Transactions are in the best interests of the Company and the shareholders of the Company as a whole.

INFORMATION ON BRAND 2

Founded and majority-owned by New York-based designer Ms. Rowley, Brand 2 is a brand offering unique, fashionable female apparel, accessories, cosmetics and fragrance. Brand 2's collections are sold in the prestigious Bergdorf Goodman store in New York, 4 exclusive boutiques in the USA, over 50 points of sales in Japan as well as selected other countries.

A true character as a designer and public figure, Ms. Rowley has been active in participating in television shows such as “Entertainment Tonight”, “Access Hollywood”, MTV and VH1. She is also the co-author of the best-selling line of Swell books and co-creator of Swell-related home products. She also just published her new book, Slim: A Fantasy Memoir.

The Company confirms that, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, Ms. Rowley is a third party independent of the Company and connected persons of the Company (as defined in the GEM Listing Rules).

This announcement is also made by the Company pursuant to Rule 17.10 of the GEM Listing Rules.

In the meantime, shareholders of and potential investors in the Company are recommended to exercise caution when dealing in or investing in the Shares.

At the request of the Company, trading in the Shares has been suspended from 9:30 a.m. on 2 May 2007 pending the issue of this announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 7 May 2007.

DEFINITIONS

“Acquisition”	the acquisition of 50% of the entire issued share capital of Bo Shing pursuant to the Memorandum of Agreement
“Bo Shing”	Bo Shing International Company Limited, a company incorporated in the British Virgin Islands on 19 March 2007
“Board”	the board of Directors of the Company
“Brand 1”	“Herend”
“Brand 2”	“Cynthia Rowley”
“Business”	manufacturing, promotion, marketing, distribution and sale of the Products
“Company”	Golife Concepts Holdings Limited (Stock code: 8172), a company incorporated in the Cayman Islands with limited liability and whose shares are listed on the GEM Board of the Stock Exchange
“Consideration”	HK\$3,600,000, which will be satisfied by cash payment of HK\$1,800,000 and the issuance and allotment of the Consideration Shares pursuant to the Memorandum of Agreement
“Consideration Shares”	15,000,000 Shares to be issued at HK\$0.12 per Share by the Company to Long Lead
“Contract Year 1”	1 June 2007 to 31 December 2008
“Contract Year 2”	1 January 2009 to 31 December 2009

“Contract Year 3”	January 2010 to 31 December 2010
“CRHK”	CR Hong Kong Limited, a limited company to be incorporated in Hong Kong owned as to 50% by Golife CR and 50% by Mr. Yen
“Directors”	directors of the Company
“Exclusive License Period”	means the licence period over which an exclusive licence is granted to CRHK as set out below and any renewed period (if any):– 1 June 2007 to 31 December 2010
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Golife CR”	Golife CR Limited, a wholly-owned subsidiary of the Company to be incorporated in Hong Kong
“Group”	the Company and its subsidiaries
“Herend”	Herend Porcelain Manufacturing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Long Lead”	Long Lead (Holdings) Limited, a company incorporated in the British Virgin Islands on 29 July 2005
“Long Stop Date”	31 August 2007 or such later date as Sunfame and Long Lead may agree
“Macau”	the Macau Special Administrative Region of the PRC
“Memorandum of Agreement”	the Memorandum of Agreement dated 30 April 2007 entered into between Sunfame and Long Lead in relation to the Acquisition
“Memorandum of Understanding”	the Memorandum of Understanding dated 30 April 2007 entered into among the Parties
“Mr. Yen”	Mr Richard Yen, a shareholder and one of the board directors of the Company
“Ms. Rowley”	Ms. Cynthia Rowley, an individual whose registered office is situate at 376 Bleecker Street, New York, N.Y. 10014, USA

“Parties”	Golife CR, the Company and Ms. Rowley
“PRC”	the People’s Republic of China
“Products”	means the products as set out below carried under and in relation to the Brand 2 name and/or the Trademark and such other products as may be agreed between the Parties from time to time:– <ul style="list-style-type: none"> (i) women’s apparel and accessories; (ii) jewellery; (iii) women’s footwear; (iv) bags and leather goods; and (v) watches
“Sale Shares”	50 ordinary shares at par value of US\$1.00 each in the issued share capital of Bo Shing
“Shares”	shares of HK\$0.01 each in the issued share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Sunfame”	Sunfame Limited, a company incorporated in the British Virgin Islands and a wholly owned subsidiary of the Company
“Territory”	PRC, Hong Kong and Macau
“Trademark”	Cynthia Rowley
“HK\$” or “Hong Kong dollars”	Hong Kong dollars, the lawful currency of Hong Kong
“USA”	the United States of America
“US\$” or “United States dollars”	US dollars, the lawful currency of USA
“Wholesale Price”	a percentage range, to be determined between the Parties of listed retail price depending on Product and may be adjusted from time to time

By Order of the Board
LEUNG TAK WAH
Executive Director

Hong Kong, 4 May 2007

For the purposes of this announcement, amounts in United States dollars were translated into Hong Kong dollars at the exchange rate of US\$1.00:HK\$7.768.

As at the date of this announcement, the Board comprises two executive Directors, namely Mr. Lo Mun Lam, Raymond and Mr. Leung Tak Wah; three non-executive Directors, namely Mr. Richard Yen, Mr. Duncan Chiu and Ms. Yu Wai Yin, Vicky; and three independent non-executive Directors, namely Mr. Wan Kwok Pan, Mr. Sum Chun Ho and Mr. Lum Pak Sum.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: 1. the information contained in this announcement is accurate and complete in all material respects and not misleading; 2. there are no other matters the omission of which would make any statement in this announcement misleading; and 3. all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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