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Golife Concepts Holdings Limited
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8172)

**VERY SUBSTANTIAL DISPOSAL;
CONNECTED TRANSACTION
AND
RESUMPTION OF TRADING**

SUBSCRIPTION AGREEMENT

The Board announces that on 19 January 2009, Amazing Goal and Chung Chiu entered into the Subscription Agreement pursuant to which Chung Chiu has conditionally agreed to subscribe for and Amazing Goal has conditionally agreed to allot and issue the Subscription Shares in cash at the Subscription Price of US\$1.00 per Subscription Share.

SHAREHOLDERS AGREEMENT

On Completion, the Company and Chung Chiu will enter into the Shareholders' Agreement which sets out the operation and management of the Amazing Goal Group and the rights and obligations of the Company and Chung Chiu, including, among other matters, the Golife Call Option and the Chung Chiu Call Option.

GENERAL

The Subscription constitutes a very substantial disposal on the part of the Company under the GEM Listing Rules. Chung Chiu is wholly owned by a discretionary trust. The founder of such trust is Guow Hiap Kian, a director of a subsidiary of the Company. The beneficiaries of such trust includes Gouw San Bo, Elizabeth and Gouw Carl Kar Yiu, each of them being directors of the Company or its subsidiaries. As Chung Chiu is an associate of a connected person of the Company, the Subscription also constitutes a connected transaction on the part of the Company and will be subject to the approval of the Independent Shareholders at the EGM by way of poll.

A circular containing details of the Subscription Agreement, the Shareholders' Agreement, the Golife Call Option, the Chung Chiu Call Option, the letter from the independent financial adviser to the Independent Board Committee and the Independent Shareholders, the recommendation of the Independent Board Committee to the Independent Shareholders on the Subscription Agreement, the Shareholders' Agreement, the Golife Call Option, the Chung Chiu Call Option, information regarding the Group and a notice of EGM will be despatched to the Shareholders in compliance with the GEM Listing Rules.

The Subscription Agreement, the Shareholders' Agreement, the Golife Call Option and the Chung Chiu Call Option are subject to, among others, the approval by the Independent Shareholders at the EGM to be taken by way of a poll and an announcement will be made after the EGM on the results of the EGM. Chung Chiu and its associates, which holds approximately 0.02% of the entire issued share capital of the Company as at the date of this announcement, will abstain from voting for the relevant resolution at the EGM to approve the Subscription Agreement, the Shareholders' Agreement, the Golife Call Option, the Chung Chiu Call Option and the transactions contemplated thereunder due to their interests in the Subscription.

The Independent Board Committee comprising all the independent non-executive Directors will be formed to advise the Independent Shareholders as to the fairness and reasonableness of the Subscription Agreement, the Shareholders' Agreement, the Golife Call Option and the Chung Chiu Call Option. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on GEM was suspended from 9:30 a.m. on 20 January 2009 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 30 January 2009.

SUBSCRIPTION AGREEMENT

On 19 January 2009, Amazing Goal and Chung Chiu entered into the Subscription Agreement pursuant to which Chung Chiu has conditionally agreed to subscribe for and Amazing Goal has conditionally agreed to allot and issue the Subscription Shares in cash at the Subscription Price of US\$1.00 per Subscription Share.

Chung Chiu is wholly owned by a discretionary trust. The founder of such trust is Guow Hiap Kian, a director of a subsidiary of the Company. The beneficiaries of such trust include Gouw San Bo, Elizabeth and Gouw Carl Kar Yiu, each of them being directors of the Company or its subsidiaries. As such, Chung Chiu is an associate of a connected person of the Company.

As at the date of this announcement and prior to Completion, Amazing Goal is a direct wholly owned subsidiary of the Company. Amazing Goal is principally engaged in investment holding and its subsidiaries are principally engaged in distribution of high-end apparel and accessories.

Subscription Shares

The 50 Subscription Shares represent 100% of the issued share capital of Amazing Goal as at the date of this announcement and 50% of the entire share capital of Amazing Goal as enlarged by the allotment and issue of the Subscription Shares.

Subscription Price

The Subscription Price of US\$1.00 per Subscription Share represents the par value of the AG Shares.

The Subscription Price was arrived at after arm's length negotiations between Amazing Goal and Chung Chiu by taking into account, among other matters, the net liabilities position of Amazing Goal Group as at 30 November 2008 and the par value of the AG Share. The Directors consider the payment terms and other terms and conditions of the Subscription to be fair and reasonable and on normal commercial terms and are in the interests of the Company and the Shareholders as a whole.

Conditions

Completion is conditional upon and subject to:

- (a) if necessary, all necessary consents and approvals required to be obtained on the part of Amazing Goal in respect of the Subscription Agreement, the Shareholders' Agreement and the transactions contemplated thereunder having been obtained; and
- (b) the passing by the Independent Shareholders at the EGM to approve the Subscription Agreement, the Shareholders' Agreement and the Golife Call Option, the Chung Chiu Call Option and the transactions contemplated thereunder.

The conditions are not waivable. If the conditions are not fulfilled on or before 5:00 p.m. on 31 March 2009 or such later date as may be agreed between the parties, the Subscription Agreement will lapse and become null and void and the parties shall be released from all obligations hereunder, save the liabilities for any antecedent breaches.

Completion

Completion shall take place on the third Business Days after the fulfillment of all the conditions or such later date as the parties may agree.

Upon Completion, Amazing Goal will cease to be a subsidiary of the Company and will become a jointly controlled entity of the Company. The Company's interests in Amazing Goal will be accounted for by proportionate consolidation under HKAS 31 "Interests in Joint Ventures".

SHAREHOLDERS' AGREEMENT

On Completion, the Company and Chung Chiu will enter into the Shareholders' Agreement which sets out the operation and management of the Amazing Goal Group and the rights and obligations of the Company and Chung Chiu, including, among other matters, the Golife Call Option and the Chung Chiu Call Option.

The Company and Chung Chiu will jointly give directions with respect to the operating and financial policies of Amazing Goal after Completion.

As (i) the terms of the Shareholders Agreement was arrived at after arm's length negotiations between the Company and Chung Chiu; (ii) save as to the Capitalisation Issue, the Golife Call Option and the Chung Chiu Call Option, the terms of the Shareholders Agreement are similar for the Company and Chung Chiu; and (iii) the net effect upon the exercising of the Capitalisation Issue, the Golife Call Option and the Chung Chiu Call Option is that Chung Chiu will acquire equity interests of Amazing Goal at a premium over the net liabilities position of Amazing Goal Group, the Board considers the terms of the Shareholders Agreement to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Composition of the board of directors of Amazing Goal

Upon Completion, the board of directors of Amazing Goal will comprise four directors and each of the Company and Chung Chiu will have the right to appoint two directors to the board of Amazing Goal.

Finance

All working capital requirement of the Amazing Goal Group shall be met:

- i) firstly by way of external financing from financial institutions and other third party sources; and
- ii) when such advances and credit are exhausted or unavailable, by shareholders' advances.

The shareholders' advances shall be unsecured and carry no interest.

The Company can elect not to contribute its portion of the shareholder's advances. In such event, Chung Chiu can make such advances payable by the Company to Amazing Goal. Provided that the Company shall not hold less than 19% of the issued share capital of Amazing Goal immediately after such allotment and issue of AG Shares, Chung Chiu shall, at any time, be entitled to require Amazing Goal to capitalise such advances and allot and issue new AG Shares, credited as fully paid, to Chung Chiu.

Capitalisation Issue

Prior to the exercising of the Golife Call Option by the Company, the issue price of a new AG Shares pursuant to the Capitalisation Issue shall be the lower of: (i) the weighted average of the Subscription Price and the issue price of a new AG Share allotted and issued pursuant to all and previous Capitalisation Issue; and (ii) the issue price per AG Share calculated based on the following valuations of 100% equity interest of Amazing Goal:

<i>Capitalisation period</i>	<i>Valuation</i>
From the date of the Shareholders' Agreement to 31 December 2009	HK\$5,000,000
From 1 January 2010 to 31 December 2010	HK\$10,000,000
From 1 January 2011	HK\$15,000,000

For the first Capitalisation Issue, the issue price per AG Shares will be US\$1.00.

Upon the exercising of the Golife Call Option by the Company, the issue price of a new AG Share pursuant to the Capitalisation Issue shall be the price per AG Share calculated based on the following valuation of 100% equity interest of Amazing Goal:

<i>Capitalisation period</i>	<i>Valuation</i>
From the date of the Shareholders' Agreement to 31 December 2009	HK\$5,000,000
From 1 January 2010 to 31 December 2010	HK\$10,000,000
From 1 January 2011	HK\$15,000,000

The above valuations are based on the future prospect of the operations of Amazing Goal. The year by year increases on the valuations are based on the assumption that the global economy will gradually improve following the various fiscal and monetary policies taken by governments around the world to ease the impacts from global financial crisis.

Dividend policy

40% of the net profit after taxation for every Profit Making Year will be distributed by Amazing Goal to its shareholders by way of dividend.

If Chung Chiu exercises its rights to require Amazing Goal to allot and issue new AG Shares to Chung Chiu pursuant to the Capitalisation Issue during a Profit Making Year, Chung Chiu shall transfer to the Company all dividends relating to the new AG Shares allotted and issued pursuant to the Capitalisation Issue during such Profit Making Year.

Golife Call Option

The Company can exercise, at its sole discretion, an option to acquire from Chung Chiu equity interests of Amazing Goal, provided that Chung Chiu shall not hold less than 50% of the issued share capital of Amazing Goal immediately after such acquisition. The Golife Call Option may be exercised once in whole and in part at any time after the Capitalisation Issue up to and including 31 December 2010.

The exercise price per AG Share payable by the Company to Chung Chiu upon the exercising of the Golife Call Option shall be the weighted average of the Subscription Price and the issue price of a new AG Share allotted and issued pursuant to all previous Capitalisation Issue.

Completion of the transfer of AG Shares upon the exercising of the Golife Call Option shall take place within 30 Business Days after the date of the notice to notify Chung Chiu of the exercising of the Golife Call Option.

Chung Chiu Call Option

Chung Chiu can exercise, at its sole discretion, an option to acquire from the Company up to 100% of the Company's equity interests in Amazing Goal. The Chung Chiu Call Option may be exercised once in whole and in part at any time from the date falling on the first anniversary of the date the Company exercised the Golife Call Option up to and including 31 December 2011.

The exercise price per AG Share payable by Chung Chiu to the Company upon the exercising of the Chung Chiu Call Option shall be the price per AG Share calculated based on the following valuations of 100% equity interest of Amazing Goal:

Exercise period	Valuation
From the date of the Shareholders' Agreement to 31 December 2009	HK\$5,000,000
From 1 January 2010 to 31 December 2010	HK\$10,000,000
From 1 January 2011 to 31 December 2011	HK\$15,000,000

Completion of the transfer of AG Shares upon the exercising of the Chung Chiu Call Option shall take place within 30 Business Days after the date of the notice to notify the Company of the exercising of the Chung Chiu Call Option.

INFORMATION ON AMAZING GOAL

Amazing Goal was incorporated on 2 January 2009 and is principally engaged in investment holding. Its subsidiaries are principally engaged in distribution of high-end apparel and accessories.

According to the unaudited consolidated management accounts of Amazing Goal Group for the 11 months ended 30 November 2008, which is prepared in accordance with generally accepted accounting principles in Hong Kong, the loss before and after taxation was approximately HK\$22.4 million and HK\$22.5 million respectively. The net liabilities of Amazing Goal Group was approximately HK\$26.9 million as at 30 November 2008.

According to the unaudited consolidated management accounts of Amazing Goal Group for the year ended 31 December 2007, which is prepared in accordance with generally accepted accounting principles in Hong Kong, the loss before and after taxation were both approximately HK\$7.1 million. The net liabilities of Amazing Goal Group was approximately HK\$4.4 million as at 31 December 2007.

According to the unaudited consolidated management accounts of Amazing Goal Group for the year ended 31 December 2006, which is prepared in accordance with generally accepted accounting principles in Hong Kong, the net profit before and after taxation was approximately HK\$2.7 million and HK\$2.05 million respectively. The net assets of Amazing Goal Group was approximately HK\$2.7 million as at 31 December 2006.

FINANCIAL EFFECT OF THE SUBSCRIPTION

Based on the unaudited net liabilities of Amazing Goal Group of approximately HK\$26.9 million as at 30 November 2008 and the consideration for the Subscription of US\$50, it is estimated that the Group will have a gain of approximately HK\$13.5 million upon Completion.

REASONS FOR THE SUBSCRIPTION

The Group is principally engaged in distribution of high-end apparel and accessories. Upon Completion, the Group's principal activities remain unchanged.

There will not be any cash proceeds receivable by the Group for the Subscription.

The Directors believe that the Subscription will provide the Group with an opportunity to restructure the loss-making operations of the Group and reallocate the resources of the Group on other business operations of the Group upon completion of the acquisition as set out in the announcement of the Company dated 9 December 2008.

Taking into account the benefits of the Subscription as described above, the Board is of the view that the terms of the Subscription are fair and reasonable and the Subscription is in the interests of the Company and the Shareholders as a whole.

GENERAL

The Subscription constitutes a very substantial disposal on the part of the Company under the GEM Listing Rules. Chung Chiu is wholly owned by a discretionary trust. The founder of such trust is Guow Hiap Kian, a director of a subsidiary of the Company. The beneficiaries of such trust includes Gouw San Bo, Elizabeth and Gouw Carl Kar Yiu, each of them being directors of the Company or its subsidiaries. As Chung Chiu is an associate of a connected person of the Company, the Subscription also constitutes a connected transaction on the part of the Company and will be subject to the approval of the Independent Shareholders at the EGM by way of poll.

A circular containing details of the Subscription Agreement, the Shareholders' Agreement, the Golife Call Option and the Chung Chiu Call Option, the letter from the independent financial adviser to the Independent Board Committee and the Independent Shareholders, the recommendation of the Independent Board Committee to the Independent Shareholders on the Subscription Agreement, the Shareholders' Agreement, the Golife Call Option, the Chung Chiu Call Option, information regarding the Group and a notice of EGM will be despatched to the Shareholders in compliance with the GEM Listing Rules.

The Subscription Agreement, the Shareholders' Agreement, the Golife Call Option and the Chung Chiu Call Option are subject to, among others, the approval by the Independent Shareholders at the EGM to be taken by way of a poll and an announcement will be made after the EGM on the results of the EGM. Chung Chiu and its associates, which holds approximately 0.02% of the entire issued share capital of the Company as at the date of this announcement, will abstain from voting for the relevant resolution at the EGM to approve the Subscription Agreement, the Shareholders' Agreement, the Golife Call Option, the Chung Chiu Call Option and the transactions contemplated thereunder due to their interests in the Subscription.

The Independent Board Committee comprising all the independent non-executive Directors will be formed to advise the Independent Shareholders as to the fairness and reasonableness of the Subscription Agreement, the Shareholders' Agreement, the Golife Call Option and the Chung Chiu Call Option. An independent financial adviser will be appointed to advise the Independent Board Committee and the Independent Shareholders in this regard.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on GEM was suspended from 9:30 a.m. on 20 January 2009 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 30 January 2009.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“AG Shares”	shares of US\$1.00 each in the capital of Amazing Goal
“Amazing Goal”	Amazing Goal International Limited, a company incorporated in the British Virgin Islands with limited liability and a direct wholly-owned subsidiary of the Company
“Amazing Goal Group”	Amazing Goal and its subsidiaries or where the context so requires, in respect of the period before Amazing Goal became the holding company of its present subsidiaries, the companies that are the present subsidiaries of Amazing Goal
“associates”	has the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors
“Business Days”	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
“Capitalisation Issue”	the capitalisation of the advances to be made by Chung Chiu and issue of AG Shares to Chung Chiu pursuant to the Shareholders’ Agreement
“Chung Chiu”	Chung Chiu (PTC) Ltd., a company incorporated in the British Virgin Islands and the subscriber of the Subscription Shares
“Chung Chiu Call Option”	the option granted by the Company to Chung Chiu pursuant the Shareholders’ Agreement to acquire up to 100% of the Company’s equity interests in Amazing Goal
“Company”	Golife Concepts Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM
“Completion”	completion of the Subscription in accordance with the Subscription Agreement

“connected person”	has the meaning ascribed to this term under the GEM Listing Rules
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting of the Company to be held to consider and, if thought fit, approve the Subscription Agreement, the Shareholders’ Agreement, the Golife Call Option, the Chung Chiu Call Option and the transactions contemplated thereunder
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Golife Call Option”	the option granted by Chung Chiu to the Company pursuant to the Shareholders’ Agreement to acquire equity interests of Amazing Goal, provided that Chung Chiu shall not hold less than 50% of the issued share capital of Amazing Goal immediately after such acquisition
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	the independent committee of the Board, comprising the independent non-executive Directors, formed for the purpose of advising Independent Shareholders in relation to the Subscription Agreement, the Shareholders’ Agreement, the Golife Call Option and the Chung Chiu Call Option
“Independent Shareholders”	Shareholders which are not required to abstain from voting at the EGM to approve a connected transaction
“Profit Making Year”	profit making financial year of Amazing Goal
“Shareholders”	holders of the shares of HK\$0.05 each in the capital of the Company
“Shareholders’ Agreement”	shareholders’ agreement in relation to the rights and obligations of shareholders of Amazing Goal to be entered into between Chung Chiu and the Company on Completion
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subscription”	the proposed subscription by Chung Chiu of the Subscription Shares subject to and upon the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the subscription agreement dated 19 January 2009 and entered into between Amazing Goal and Chung Chiu in relation to the subscription of the Subscription Shares
“Subscription Price”	subscription price of US\$1.00 per Subscription Share
“Subscription Shares”	50 new AG Shares, representing 100% of the issued share capital of Amazing Goal as at the date of this announcement and 50% of the issued share capital of Amazing Goal as enlarged by the allotment and issue of the 50 new AG Shares
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“US\$”	United States dollars, the lawful currency for the time being of the United States of America
“%”	per cent.

By Order of the Board
Golife Concepts Holdings Limited
Gouw San Bo, Elizabeth
Chief Executive Officer and Executive Director

Hong Kong, 29 January 2009

As at the date of this announcement, the Board comprises three executive Directors, namely Ms. Gouw San Bo, Elizabeth, Mr. Lai Hok Lim and Mr. Lee Chan Wah; one non-executive Director, namely Mr. Duncan Chiu; and three independent non-executive Directors, namely Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Ms. Chio Chong Meng.

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

This announcement will be published on the GEM website on the “Latest Company Announcement” page for at least 7 days from the date of publication and on the Company’s website www.golife.com.hk.