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KH INVESTMENT HOLDINGS LIMITED

嘉匯投資控股有限公司*

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock code: 8172)

ANNOUNCEMENT PURSUANT TO RULE 3.7 AND RULE 3.8 OF THE TAKEOVERS CODE

This announcement is issued pursuant to Rule 3.7 and Rule 3.8 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”).

Reference is made to the Company’s announcement dated 4 July 2011 (the “**Announcement**”) advising shareholders of the Company that the Company has received a letter (the “**Letter**”) from Iu, Lai & Li, the legal advisers to Aikford Financial Services Limited (“**Aikford**”), that Aikford has acquired in aggregate 151,000,000 issued shares of the Company on market, representing approximately 29.86% of the entire issued share capital of the Company, on 29 June 2011 and 30 June 2011. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Letter, Aikford is contemplating the Possible Offer for all the issued shares of the Company other than those already owned by Aikford in accordance with the Takeovers Code. In light of the above, the Board would like to clarify that, save and except for the disclosure made under Rule 17.10 of the GEM Listing Rules, the Possible Offer also requires to be disclosed pursuant to Rule 3.7 and Rule 3.8 of the Takeovers Code. The Company apologizes for its oversight in not having the abovementioned announcement pre-vetted by the Executive of the Securities and Futures Commission prior to the making of that announcement.

Dealing disclosure

The respective associates (as defined in the Takeovers Code) (including 5% or more of a class of relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code)) of the Company and Aikford are reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

* *For identification purposes only*

Responsibilities of stockbrokers, banks and other intermediaries

In accordance with Rule 3.8 of the Takeovers Code, Note 11 to Rule 22 of the Takeovers Code applies (whereby the terms used therein shall have the same meaning as those ascribed to them in the Takeovers Code):

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7-day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive Director of the Corporate Finance Division of the Securities and Futures Commission or any of its delegate (the “**Executive**”) in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.

As at the date of the Announcement, the Company had (i) 505,649,726 ordinary shares in issue; (ii) 40,780,000 outstanding share options which entitling the holders thereof to subscribe for 12,150,000 ordinary shares; and (iii) the convertible bonds of HK\$6,200,000 entitling the holders thereof to convert into 12,731,006 ordinary shares at an adjusted conversion price of HK\$0.487 per ordinary share.

As at the date of this announcement, the Company has not entered into any agreements or any documents with any parties in relation to the Possible Offer and the Company is not in negotiation with any other parties relating to the Possible Offer. Should there be any material developments to the Possible Offer, the Company will keep shareholders of the Company informed. Furthermore, if there is any change of information included in this announcement, a revised announcement will be made by the Company as soon as possible.

By Order of the Board
KH Investment Holdings Limited
Lai Hok Lim
Chairman

Hong Kong, 8 July 2011

As at the date of this announcement, the executive Director is Mr. Lai Hok Lim; and the independent non-executive Directors are Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Ms. Chio Chong Meng.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

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