

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**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)**

**CONTINUING CONNECTED TRANSACTION  
AND  
CHANGE OF ADDRESS OF HEAD OFFICE AND  
PRINCIPAL PLACE OF BUSINESS IN HONG KONG**

China Media and Films, a wholly-owned subsidiary of the Company, entered into the Facility Sharing Agreement with Golden Island, which is a wholly-owned subsidiary of CLI, on 30 April 2012 in respect of sharing of the Premises and facilities thereof. Golden Island has also agreed to provide office supporting services, including provision of receptionist and such other services as may be requested by the Group.

Golden Island is a wholly-owned subsidiary of CLI and China Media and Films is a wholly-owned subsidiary of the Company. CLI is the controlling shareholder of the Company indirectly interested in approximately 74.95% of the issued share capital of the Company. Accordingly, Golden Island is a connected person of the Company and the Facility Sharing Agreement constitutes a continuing connected transaction for the Company under Chapter 20 of the GEM Listing Rules.

As the annual cap fees under the Facility Sharing Agreement for each of the two years ending 31 March 2014 is HK\$4,800,000, which is less than 5% of all applicable percentage ratios on an annual basis, the Facility Sharing Agreement is subject to the reporting and announcement requirements under Rules 20.45 to 20.47, the annual review requirements set out in Rules 20.37 to 20.40 and the requirements set out in Rules 20.35(1) and 20.35(2) of the GEM Listing Rules, but is exempt from the independent shareholders' approval requirements under the GEM Listing Rules.

The address of the head office and principal place of business of the Company in Hong Kong has been changed to Rooms 2506-09, 25th Floor, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong with immediate effect.

\* *For identification purpose only*

## THE FACILITY SHARING AGREEMENT

The Board announces that Golden Island, a wholly-owned subsidiary of CLI, as tenant entered into the Tenancy Agreement dated 30 March 2011 with China Resources Property Management Limited in respect of the lease of the Property for a term of three years from 1 April 2011 to 31 March 2014.

China Media and Films, a wholly-owned subsidiary of the Company, entered into the Facility Sharing Agreement with Golden Island on 30 April 2012 in respect of sharing of the Premises and facilities thereof. Golden Island has also agreed to provide office supporting services, including provision of receptionist and such other services as may be requested by the Group. Major terms of the Facility Sharing Agreement are as follows:—

Date: 30 April 2012

Parties: Golden Island  
China Media and Films

Premises: Rooms 2506-09, 25th Floor, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong, with a total gross floor area of approximately 8,981 square feet

Term: Twenty-four months commencing from 1 April 2012 to 31 March 2014

Fees: HK\$370,017.20 per calendar month payable on the first day of each calendar month. The monthly fee may be revised to cover any increase or expected increase in any costs, outgoing and expenses in respect of the Premises, facilities thereof and services provided at the Premises and the revised monthly fee shall in any event not exceed HK400,000

Deposit: HK\$1,120,000

Pursuant to the Facility Sharing Agreement, the aggregate annual fees payable by China Media and Films to Golden Island for each of the two years ending 31 March 2014 will be subject to the cap amount of HK\$4,800,000, being the maximum annual amount payable thereunder.

The annual cap is determined based on the estimated aggregate annual fees payable to Golden Island under the Facility Sharing Agreement together with any increase or expected increase in any costs, outgoing and expenses in respect of the Premises, facilities thereof and services provided at the Premises, which shall in any event not exceed HK400,000 per month.

## **REASONS FOR THE TRANSACTION**

Golden Island rented the Property under the Tenancy Agreement and has agreed to provide use of office space in the Premises and facilities at portion of the Premises to the Group. The Premises will be used as offices by the Group.

The Directors (including the independent non-executive directors) are of the opinion that the Facility Sharing Agreement was entered into (i) in the ordinary and usual course of business of the Group; (ii) on normal commercial terms after arm's length negotiations between the parties with reference to the prevailing market rates for comparable office buildings in Wan Chai; and (iii) on terms that are fair and reasonable and in the interests of the Company and its shareholders as a whole. None of the Directors has a material interest in the Facility Sharing Agreement.

## **GEM LISTING RULES REQUIREMENTS**

Golden Island is a wholly-owned subsidiary of CLI and China Media and Films is a wholly-owned subsidiary of the Company. CLI is the controlling shareholder of the Company indirectly interested in approximately 74.95% of the issued share capital of the Company. Accordingly, Golden Island is a connected person of the Company and the Facility Sharing Agreement constitutes a continuing connected transaction for the Company under Chapter 20 of the GEM Listing Rules.

As the annual cap fees under the Facility Sharing Agreement for each of the two years ending 31 March 2014 is HK\$4,800,000, which is less than 5% of all applicable percentage ratios on an annual basis, the Facility Sharing Agreement is subject to the reporting and announcement requirements under Rules 20.45 to 20.47, the annual review requirements set out in Rules 20.37 to 20.40 and the requirements set out in Rules 20.35(1) and 20.35(2) of the GEM Listing Rules, but is exempt from the independent shareholders' approval requirements under the GEM Listing Rules.

The Company will comply with the said GEM Listing Rules requirements in relation to the Facility Sharing Agreement during each of the financial years covered by the Facility Sharing Agreement.

## **INFORMATION ABOUT THE GROUP AND THE CLI GROUP**

The Group is principally engaged in (i) infrared consultancy services; (ii) artist management; and (iii) film production and distribution.

The CLI Group is principally engaged in property investment and property sub-leasing, collection of copyright fees in respect of karaoke music products in the PRC, exhibition related business, hotel operation, restaurant operation and entertainment business.

## **CHANGE OF ADDRESS OF HEAD OFFICE AND PRINCIPLE PLACE OF BUSINESS IN HONG KONG**

The address of the head office and principal place of business of the Company in Hong Kong has been changed to Rooms 2506-09, 25th Floor, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong with immediate effect.

### **DEFINITIONS**

In this announcement, unless the context does not permit or otherwise requires, the following terms shall have the following meanings:

|                              |  |
|------------------------------|--|
| “Board”                      | the board of Directors   |
| “China Media and Films”      | China Media and Films Holdings Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company  |
| “CLI”                        | Culture Landmark Investment Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange   |
| “CLI Group”                  | CLI and its subsidiaries   |
| “Company”                    | KH Investment Holdings Limited, a company incorporated in the Cayman Islands with limited liability and continued in Bermuda, the shares of which are listed on GEM  |
| “connected person(s)”        | has the meaning ascribed to it under the GEM Listing Rules   |
| “controlling shareholder”    | has the meaning ascribed to it under the GEM Listing Rules   |
| “Director(s)”                | director(s) of the Company   |
| “Facility Sharing Agreement” | a Facility Sharing Agreement dated 30 April 2012 entered into between Golden Island and China Media and Films pursuant to which Golden Island has inter alia, agreed to share the Premises and facilities thereof with China Media and Films |
| “Golden Island”              | Golden Island Catering Group Company Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of CLI  |

|                     |  |
|---------------------|--|
| “GEM”               | Growth Enterprise Market of the Stock Exchange   |
| “GEM Listing Rules” | the Rules Governing the Listing of Securities on GEM   |
| “Group”             | the Company and its subsidiaries   |
| “HK\$”              | Hong Kong dollar(s)  |
| “Hong Kong”         | the Hong Kong Special Administrative Region of the PRC   |
| “PRC”               | the People’s Republic of China, which for the purpose of this announcement only (unless otherwise indicated) excludes Hong Kong, Macau and Taiwan  |
| “Premises”          | Rooms 2506-09, 25th Floor, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong   |
| “Property”          | Rooms 2506-10, 25th Floor, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong, with a total gross floor area of approximately 10,389 square feet  |
| “Stock Exchange”    | The Stock Exchange of Hong Kong Limited  |
| “Tenancy Agreement” | a tenancy agreement dated 30 March 2011 entered into by Golden Island as tenant and China Resources Property Management Limited as landlord in respect of the lease of the Property for a term of three years from 1 April 2011 to 31 March 2014 |
| “%”                 | Per cent.  |

By order of the Board of  
**KH Investment Holdings Limited**  
**Cheng Yang**  
*Chairman*

Hong Kong, 30 April 2012

*As at the date of this announcement, the executive directors of the Company are Mr. Cheng Yang (Chairman and Chief Executive Officer), Mr. Kan Yisong, Ms. Hui Ching and Ms. Jiang Di; and the independent non-executive directors are 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 responsibility, 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omissions of which would make any statement herein or 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](http://www.golife.com.hk).*