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Golife Concepts Holdings Limited

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

(Stock Code: 8172)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcements of Golife Concepts Holdings Limited (the “Company”) dated 23 April 2009 and 27 April 2009 in relation to the placing of new Shares under general mandate and the Open Offer of not less than 462,551,352 new Offer Share and not more than 555,506,552 new Offer Shares on the basis of eight Offer Shares for every one Share held on the Record Date (the “Announcements”). Unless otherwise defined herein, terms used in this announcement shall have the same meanings as defined in the Announcements.

The Board wishes to further announce that the placing commission payable to Kingston Securities under the Placing Agreement is approximately HK\$23,698 and the underwriting commission payable to Kingston Securities under the Underwriting Agreement is up to a maximum of approximately HK\$461,353 (the placing commission and the underwriting commission collectively referred to as the “Commissions”).

The Board also wishes to clarify that (i) Kingston Securities is a substantial Shareholder, thus being a connected person of the Company; (ii) one of the percentage ratio in relation to the Commissions payable to Kingston Securities exceeds 2.5% but less than 25%, and the maximum amount of Commissions of approximately HK\$485,051 is less than HK\$10,000,000. Pursuant to Rule 20.32(2) of the GEM Listing Rules, the Placing Agreement and the Underwriting Agreement shall constitute a connected transaction which is subject to the reporting and announcement requirements but is exempt from the independent Shareholders’ approval at the SGM.

Kingston Securities is a licensed corporation which is authorized to carry out type 1 regulated activity (dealing in securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Having considered (i) the Commissions payable to Kingston Securities are at prevailing market rate; (ii) Kingston Securities had previously acted as the underwriter to the Company in relation to the open offer of the Company as announced on 28 November 2008; and (iii) other terms of the Placing Agreement and the Underwriting Agreement are fair, reasonable and in accordance with the market practice, the Directors (including the independent non-executive Directors) are of the view that Kingston Securities to be selected as the Placing Agent and the Underwriter of the Company for the Placing and the Open Offer is in the interest of the Company and the Shareholders as a whole.

By Order of the Board
Golife Concepts Holdings Limited
Lee Chan Wah
Executive Director

Hong Kong, 5 May 2009

As at the date of this announcement, the executive Directors are Mr. Lai Hok Lim and Mr. Lee Chan Wah; 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: (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.

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.