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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

IN RELATION TO

**(I) VOLUNTARY CASH OFFERS BY INVESTEC CAPITAL ASIA LIMITED
ON BEHALF OF SPLENDOR GLOW LIMITED**

**(A WHOLLY-OWNED SUBSIDIARY OF CENTURY CITY
INTERNATIONAL HOLDINGS LIMITED)**

TO ACQUIRE

**(i) ALL OF THE ISSUED SHARES IN THE SHARE CAPITAL OF
KH INVESTMENT HOLDINGS LIMITED**

**(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE
ACQUIRED BY SPLENDOR GLOW LIMITED, CENTURY CITY
INTERNATIONAL HOLDINGS LIMITED AND PARTIES**

ACTING IN CONCERT WITH ANY OF THEM);

**(ii) TO ACQUIRE ALL OF THE OUTSTANDING CONVERTIBLE LOAN NOTE
OF KH INVESTMENT HOLDINGS LIMITED; AND**

**(iii) FOR THE CANCELLATION OF ALL THE OUTSTANDING SHARE
OPTIONS OF KH INVESTMENT HOLDINGS LIMITED;**

(II) CLARIFICATION;

AND

(III) RESUMPTION OF TRADING

VOLUNTARY CASH OFFERS

On 4 July 2011, the Company announced that the Company has received a letter from Iu, Lai & Li, the legal advisers to Aikford, that Aikford has acquired in aggregate 151,000,000 issued Shares on market, representing approximately 29.86% of the entire issued share capital of the Company, on 29 June 2011 and 30 June 2011 and contemplating to make a general offer for all the outstanding Shares. Aikford is a wholly-owned subsidiary of Century City which is a company whose shares are listed on the Main Board of the Stock Exchange.

* *For identification purposes only*

On 12 July 2011, the Company has received a letter from Investec Capital Asia Limited, the financial adviser to Century City Group that the Century City Group intends to make the Share Offer, the CLN Offer and the Option Offer on the terms as set out in this announcement.

The details of the terms of the Offers are set out in the public announcement of Century City dated 13 July 2011.

Pursuant to Rule 2.1 of the Takeovers Code, the Company is required to form an Independent Board Committee to consider the Offers and advise the Independent Shareholders in relation to the Offers as to whether the Offers is, or is not, fair and reasonable and as to acceptance, and to appoint an independent financial adviser to advise the Independent Board Committee regarding the Offers in particular as to whether the Offers is, or is not, fair and reasonable and as to acceptance. Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee, comprising all the independent non-executive Directors, has been constituted to advise the Independent Shareholders in relation to the Offers. An independent financial adviser will be appointed to advise the Independent Board Committee in relation to the Offers. An announcement will be made after the appointment.

CLARIFICATION

Reference is made to the announcement of the Company dated 8 July 2011 pursuant to Rule 3.7 and Rule 3.8 of the Takeovers Code. The Board wishes to clarify that due to certain clerical mistakes, under the fifth paragraph on page 2 of such announcement, 40,780,000 outstanding share options of the Company shall entitle the holders thereof to subscribe for “40,780,000” Shares instead of “12,150,000” ordinary shares of the Company. Apart from the above, all other information stated in the announcement dated 8 July 2011 remains unchanged.

RESUMPTION OF TRADING

At the request of the Company, trading in the issued Shares on the GEM has been suspended from 9:00 a.m. on 13 July 2011 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the issued Shares on the GEM from 9:00 a.m. on 18 July 2011.

VOLUNTARY CASH OFFERS

Background

On 4 July 2011, the Company announced that the Company has received a letter from Iu, Lai & Li, the legal advisers to Aikford, that Aikford has acquired in aggregate 151,000,000 issued Shares on market, representing approximately 29.86% of the entire issued share capital of the Company, on 29 June 2011 and 30 June 2011 and contemplating to make a general offer for all the outstanding Shares. Aikford is a wholly-owned subsidiary of Century City which is a company whose shares are listed on the Main Board of the Stock Exchange. An announcement pursuant to Rule 17.10 of the

GEM Listing Rules was made by the Company on 4 July 2011 and further announcement pursuant to Rule 3.7 and Rule 3.8 of the Takeovers Code was made by the Company on 8 July 2011 in relation to the Offers. Save for the above announcement dated 4 July 2011, the Company has not issued any announcement under Rule 17.10 of the GEM Listing Rules within one month immediately prior to 13 July 2011.

On 12 July 2011, the Company has received a letter from Investec Capital Asia Limited, the financial adviser to the Century City Group that the Century City Group intends to make Offers (in compliance with the Takeovers Code) through Investec Capital Asia Limited, on and subject to the terms set out in the offer document of the Offeror and the forms of acceptance and transfer or cancellation accompanied therewith, (i) to acquire all the Shares not already owned or agreed to be acquired by the Offeror, Century City and parties acting in concert with any of them; (ii) to acquire the CLN; and (iii) for the cancellation of the Share Options, on the basis as set out below:

I. Offeror

The Offers will be made by the Offeror, a wholly-owned subsidiary of Century City.

II. Offer

- (i) Voluntary conditional cash offer to acquire all the issued Shares not already owned or agreed to be acquired by the Offeror, Century City and parties acting in concert with any of them;
- (ii) Voluntary conditional cash offer to acquire the outstanding convertible note of the Company; and
- (iii) Cancellation of all the outstanding share options of the Company.

III. Offer price

For each issued Share	HK\$0.25 in cash
For every HK\$1 face value of the outstanding convertible note of the Company	HK\$0.5133 in cash
For each of the outstanding share option of the Company	HK\$0.00001 in cash

IV. Conditions of the Offers

- (i) The Share Offer is conditional upon:
 - (a) valid acceptances having been received (and where permitted, not withdrawn) on or before 4:00 p.m. on the closing date of the Offers, which together with the issued Shares already held by the Offeror, Century City and parties acting in concert with them, constitute more than 50% of the voting rights of the Company;

- (b) subject to Note 2 to Rule 30.1 of the Takeovers Code, there having been no material adverse change in the business, assets, financial or trading position or prospects of the Company and its subsidiaries taken as a whole since 31 March 2011 (being the date to which the latest published unaudited accounts of the Company were made up); and
- (c) the issued Shares remaining listed on the Stock Exchange and the current listing of such Shares not having been withdrawn or the trading of such Shares not having been suspended as at the close of the Offers or upon the Offers becoming unconditional save for temporary suspension of trading as a result of the Offers.

The Offeror reserves the right to waive any of the conditions set out in (b) and (c) above.

- (ii) The CLN Offer and the Option Offer are conditional upon the Share Offer becoming unconditional in all respects.

The details of the terms of the Offers and the information of the Offeror and Century City Group are set out in the public announcement of Century City dated 13 July 2011.

TAKEOVERS CODE IMPLICATIONS AND GEM LISTING RULES IMPLICATIONS

Pursuant to Rule 2.1 of the Takeovers Code, the Company is required to form an Independent Board Committee to consider the Offers and advise the Independent Shareholders in relation to the Offers as to whether the Offers is, or is not, fair and reasonable and as to acceptance, and to appoint an independent financial adviser to advise the Independent Board Committee regarding the Offers in particular as to whether the Offers is, or is not, fair and reasonable and as to acceptance. Pursuant to Rule 2.8 of the Takeovers Code, the Independent Board Committee, comprising Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Ms. Chio Chong Meng, all independent non-executive Directors, has been constituted to advise the Independent Shareholders in relation to the Offers. An independent financial adviser will be appointed to advise the Independent Board Committee in relation to the Offers. An announcement will be made after the appointment.

Pursuant to Rule 8.4 of the Takeovers Code, the Company should send to the Independent Shareholders, the holders of the convertible note of the Company and the holders of the options of the Company an offeree board circular setting out the terms of the Offers and containing the advice from the Independent Board Committee and the advice of the independent financial adviser to the Independent Board Committee in respect of the Offers within 14 days after the posting of the offer document by the Offeror, or such later date as may be agreed by the Executive. Pursuant to Rule 8.4 of the Takeovers Code, the Executive will only give consent to extend the posting period if the Offeror agrees to an extension of the first closing date of the Offers by the number of days in respect of which the delay in the posting of the offeree board circular is agreed.

The Company agreed to combine its offeree board circular and the offer document of the Offeror in a composite document which required to be posted within 21 days of the date of 13 July 2011, being the public announcement of Century City in relation to the Offers, in accordance with the Takeovers Code. It is expected that such composite document will be issued on or before 3 August 2011. The composite offer document will set out the terms of the Offers and containing the views of the Independent Board Committee on the Offers and the written advice of its independent financial adviser to the Independent Board Committee as to whether the Offers is, or is not, fair and reasonable and the reasons therefor and as to acceptance.

Dealing disclosure

The associates (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 the Offeror are reminded to disclose their dealings in the securities of the Company under Rule 22 of the Takeovers Code.

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

Save and except for the matters described above, the Board confirms that there is no information which is discloseable under Chapter 19 and 20 of the GEM Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature.

CLARIFICATION

Reference is made to the announcement of the Company dated 8 July 2011 pursuant to Rule 3.7 and Rule 3.8 of the Takeovers Code. The Board wishes to clarify that due to certain clerical mistakes, under the fifth paragraph on page 2 of such announcement, 40,780,000 outstanding share options of the Company shall entitle the holders thereof to subscribe for “40,780,000” Shares instead of “12,150,000” Shares. Apart from the above, all other information stated in the announcement dated 8 July 2011 remains unchanged.

RESUMPTION OF TRADING

At the request of the Company, trading in the issued Shares on the GEM has been suspended from 9:00 a.m. on 13 July 2011 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the issued Shares on the GEM from 9:00 a.m. on 18 July 2011.

Made by the order of the Board, the Directors of which individually and jointly accept responsibility for the accuracy of this announcement.

Shareholders of the Company and potential investors should note that the Offers are subject to the conditions described in paragraph headed “Conditions of the Offers” above in this announcement and accordingly the Offers may or may not proceed, Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company.

TERMS USED IN THIS ANNOUNCEMENT

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“acting in concert”	has the meaning ascribed to it under the Takeovers Code
“Aikford”	Aikford Financial Services Limited, a wholly-owned subsidiary of Century City
“associates”	has the meaning ascribed to it under the Takeovers Code
“Board”	the board of Directors
“Century City”	Century City International Holdings Limited (Stock Code: 355), a company incorporated in Bermuda with limited liability whose shares are listed on the Main Board of The Stock Exchange
“Century City Group”	Century City and its subsidiaries

“CLN”	the convertible loan note due 24 September 2013 issued by the Company to Goldig Investment Group Limited, being a third party independent of the Company, the Directors, the Offeror and their respective parties acting in concert with any of them, the outstanding principal amount of which as at 31 March 2011 was HK\$6,200,000
“CLN Offer”	the voluntary conditional cash offer to be made by Investec Capital Asia Limited on behalf of the Offeror for the acquisition of CLN in accordance with the Takeovers Code
“Company”	KH Investment Holdings Limited, a company incorporated the Cayman Islands and continued in Bermuda with limited liability and the issued Shares are listed on the GEM
“Directors”	the directors of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any of his delegates
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	a committee of the Board comprising all the independent non-executive Directors of the Company to advise the Independent Shareholders in relation to the Offers as to whether the Offers is, or is not, fair and reasonable and as to acceptance
“Independent Shareholders”	Shareholders other than the Offeror, Century City and parties acting in concert with any of them
“Offer Shares”	issued Shares other than those already owned or agreed to be acquired by the Offeror, Century City and parties acting in concert with any of them
“Offeror”	Splendor Glow Limited, a company incorporated in the British Virgin Islands on 10 June 2011 with limited liability and a wholly-owned subsidiary of Century City

“Offers”	the Share Offer, the CLN Offer and the Option Offer
“Option Offer”	the voluntary conditional cash offer to be made by Investec Capital Asia Limited on behalf of the Offeror for the cancellation of the Share Options in accordance with the Takeovers Code
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of the Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the issued Shares
“Share Offer”	the voluntary conditional cash offer to be made by Investec Capital Asia Limited on behalf of the Offeror for the Offer Shares in accordance with the Takeovers Code
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent

By Order of the Board
KH Investment Holdings Limited
Chan Kin Wah, Billy
Company Secretary

Hong Kong, 15 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, 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 the information contained in this announcement is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission 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.