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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)

**APPOINTMENT AND RESIGNATION OF
EXECUTIVE DIRECTORS,
AND APPOINTMENT AND RESIGNATION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR,
MEMBER OF AUDIT COMMITTEE,
MEMBER OF REMUNERATION COMMITTEE
AND
MEMBER OF NOMINATION COMMITTEE
AND
CHANGE OF COMPANY SECRETARY
AND
CHIEF FINANCIAL OFFICER
AND
CHANGE OF AUTHORISED REPRESENTATIVES
AND
CHANGE OF COMPLIANCE OFFICER**

The Board announces the following changes with effect from 25 May 2012:

1. Mr. Chan Wai has resigned as the authorised representative, company secretary and chief financial officer of the Company;
2. Mr. Leung Wai Man has been appointed as an executive director, authorised representative, compliance officer, company secretary and chief financial officer of the Company;
3. Mr. Cheng Yang has been appointed as the authorised representative of the Company;
4. Mr. Kan Yisong has resigned as executive director, compliance officer and authorised representative of the Company;

* for identification purpose only

5. Ms. Hui Ching has resigned as executive director of the Company;
6. Ms. Chio Chong Meng has resigned as an independent non-executive director and member of audit committee, nomination committee and remuneration committee of the Company; and
7. Mr. Fung Wai Ching has been appointed as an independent non-executive director and member of audit committee, nomination committee and remuneration committee of the Company.

APPOINTMENT AND RESIGNATION OF EXECUTIVE DIRECTORS, CHANGE OF COMPANY SECRETARY AND CHIEF FINANCIAL OFFICER, AND CHANGE OF AUTHORISED REPRESENTATIONS AND COMPLIANCE OFFICER

The board of directors (the “Board”) of KH Investment Holdings Limited (the “Company”) announces that Mr. Chan Wai (“Mr. Chan”) has resigned as the authorised representative, company secretary and chief financial officer of the Company and Mr. Leung Wai Man (“Mr. Leung”) has been appointed as an executive director, authorised representative, compliance officer, company secretary and chief financial officer of the Company with effect from 25 May 2012.

Mr. Leung, aged 42, has over 13 years of experience in company secretarial, accounting and financial management. He is a member of the Association of Chartered Certified Accountants in the United Kingdom and Hong Kong Institute of Certified Public Accountants.

Mr. Leung has not entered into a service contract with the Company. Mr. Leung has not been appointed for a specific term. In accordance with the bye-laws of the Company, Mr. Leung is subject to retirement by rotation and re-election at the Company’s general meetings. Mr. Leung will receive a Director’s fee of 120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. The director’s fee for Mr. Leung will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Mr. Leung does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Leung does not have any relationship with any existing directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the Rules (the “GEM Listing Rules”) Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Mr. Leung was previously an executive director and a company secretary of Dore Holdings Limited (Stock Code: 628) during the period from March 2009 to March 2010. From July 2007 to December 2011, he was also an independent non-executive director of Zhi Cheng Holdings Limited (Stock Code: 8130). Save as disclosed, Mr. Leung does not hold any other position in the Company or any subsidiaries of the Company nor any other directorship in listed public companies in the last three years.

Save as disclosed above, there is no information relating to Mr. Leung that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and no other matter in relation to the appointment of Mr. Leung that needs to be brought to the attention of the shareholder of the Company.

Mr. Kan Yisong (“Mr. Kan”) resigned as executive director, compliance officer and authorised representative of the Company and Ms. Hui Ching (“Ms. Hui”) resigned as executive director of the Company with effect from 25 May 2012.

Mr. Kan and Ms. Hui resigned due to their other business commitments which require more of their dedication. Each of them resigned directors of the Company confirmed that they have no disagreement with the board of the Company and there are no matters relating to their resignations that need to be brought to the attention of the shareholders of the Company.

Mr. Cheng Yang has been appointed as the authorised representative of the Company.

APPOINTMENT AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE

The Board also announces that Ms. Chio Cheng Meng (“Ms. Chio”) has tendered her resignation as independent non-executive director, a member of the audit committee, a member of the remuneration committee and a member of nomination committee of the Company with effect from 25 May 2012 due to her personal commitment.

Ms. Chio confirmed that there is no disagreement with the Board and there is no matter relating to her resignation that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange.

The Board further announced that Mr. Fung Wai Ching (“Mr. Fung”) has been appointed as an independent non-executive director and member of audit committee, nomination committee and remuneration committee of the Company with effect from 25 May 2012.

Mr. Fung, aged 42, is presently an owner of a printing company in Hong Kong. He has over 15 years’ experience in managing paper, packaging and printing industries in both China and Hong Kong markets.

Mr. Fung has not entered into a service contract with the Company. Mr. Fung has not been appointed for a specific term. In accordance with the bye-laws of the Company, Mr. Fung is subject to retirement by rotation and re-election at the Company’s general meetings. Mr. Fung will receive a Director’s fee of 120,000 per annum which is determined with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation. The Director’s fee for Mr. Fung will be reviewed annually by the Board with reference to his duties and responsibilities with the Company, the Company’s performance and the prevailing market situation.

Mr. Fung does not have, and is not deemed to have any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO).

Mr. Fung does not have any relationship with any existing directors, senior management of the Company, substantial shareholders or controlling shareholders of the Company (as defined in the GEM Listing Rules). The Company is of the view that Mr. Fung meets the independence requirements of the GEM Listing Rules. Mr. Fung does not hold any other position in the Company or any subsidiaries of the Company nor any other directorship in listed public companies in the last three years.

Save as disclosed above, there is no information relating to Mr. Fung that is required to be disclosed pursuant to Rules 17.50(2)(h) to (v) of the GEM Listing Rules and no other matter in relation to the appointment of Mr. Fung that needs to be brought to the attention of the shareholders of the Company.

The Board would like to thank Mr. Kan, Ms. Hui, Mr. Chan and Ms. Chio for their valuable contribution to the Company during their tenure of office and to extend a warm welcome to Mr. Leung and Mr. Fung in joining the Company.

By Order of the Board
KH Investment Holdings Limited
Cheng Yang
Chairman

Hong Kong, 25 May 2012

As at the date of this announcement, the executive directors of the Company are Mr. Cheng Yang (Chairman and Chief Executive Officer), Mr. Leung Wai Man and Ms. Jiang Di; and the independent non-executive directors are Mr. Yip Tai Him, Mr. Law Yiu Sang, Jacky and Mr. Fung Wai Ching.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the "GEM") of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, 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 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 publication and on the Company's website at www.golife.com.hk.