



GOLDWIZ HOLDINGS LIMITED

科維控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 586)

ANNOUNCEMENT

The Board is pleased to announce that on 24 November 2005, the Group has entered into the Letter of Intent with Mr Liu in relation to, among others, the intended granting of an option to the Group to purchase the Sale Share subject to the fulfilment of certain conditions.

The Letter of Intent is not legally binding and the Group may or may not proceed to sign a legally binding agreement in relation to the Option and/or Transaction accordingly and the Option and/or Transaction may or may not materialize. **The shareholders of the Company are advised to exercise caution when dealing in the shares of the Company.**

Since Mr Liu is a director and substantial shareholder of the Company, the Option and/or Transaction, if materialize, will constitute connected transaction(s) and may constitute notifiable transaction(s) of the Company under the Listing Rules depending on the calculation of the percentage ratios under the Listing Rules. As neither the consideration nor the terms of the Option and/or Transaction have been finalized, the size of the Option and/or Transaction cannot be determined pursuant to Chapters 14 and 14A of the Listing Rules at this stage. The Company will comply with the relevant provisions under Chapters 14 and 14A and other relevant provisions of the Listing Rules should such obligations arise.

THE LETTER OF INTENT

Date

24 November 2005

Parties

- (1) Mr Liu as grantor of the Option/vendor of the Transaction
- (2) Goldwiz Communication as grantee of the Option/purchaser of the Transaction

Option to purchase

Subject to the fulfillment of the following conditions, Mr Liu intends to grant an option for nil consideration to Goldwiz Communication to purchase the Sale Share and Goldwiz Communication will have the right (but not the obligation or duty) to purchase the Sale Share:

- (1) Ocean Delight has successfully acquired 51% equity interest in each of the PRC Companies (it is understood that such acquisition should be completed on or before 31 December 2006) ; and

(2) the accumulated audited consolidated profits after tax of Ocean Delight Group amount to a total of HK\$10,000,000 or above within the year ending 31 December 2006 (“Targeted Profit”).

The Letter of Intent (including the Option) will expire after 15 months from the date of the Letter of Intent (i.e. 23 February 2007).

The Transaction

If the Transaction materializes, it will bear the following major terms:

Consideration:

a multiple of the audited consolidated profits after tax of Ocean Delight Group based on its quarterly or yearly results for the period/year ending within the year from 1 January 2006 to 31 December 2006 to be agreed between Mr Liu and Goldwiz Communication times 51%. The multiple is preliminarily intended to be 6 but such figure shall be subject to final agreement between Mr Liu and Goldwiz Communication. Accordingly, the consideration is intended to be determined as follows:

A = B x C x 51%

A = consideration payable by Goldwiz Communication

B = the audited consolidated profits after tax of Ocean Delight Group based on its quarterly or yearly results for the period/year ending within the year from 1 January 2006 to 31 December 2006

C = a multiple of B to be agreed between Mr Liu and Goldwiz Communication

Payment:

the Group has paid a refundable earnest sum of HK\$100,000 (by internal resources of the Group) upon signing of the Letter of Intent to Mr Liu which will be applied towards satisfaction of the consideration of the Transaction. The remaining balance of the consideration will be payable by cash and/or the issue of new shares of the Company (as procure by Goldwiz Communication) to be agreed between Mr Liu and Goldwiz Communication or in such other manner as specified in the legally binding sale and purchase agreement (if any) to be entered into between Mr Liu and Goldwiz Communication in relation to the Transaction. If the Transaction is not materialized or cannot be completed, the Group can demand immediate repayment of the earnest sum (without interest) paid to Mr Liu.

Conditions precedent:

the completion of the Transaction shall be conditional upon, among others:

- (a) Goldwiz Communication has completed all the legal and financial due diligence on Ocean Delight Group and the results of which are satisfactory to Goldwiz Communication;
- (b) Ocean Delight has accomplished all the procedures in relation to its registration as the shareholder of the PRC Companies;
- (c) the shareholders of the Company has approved the Transaction (if required under the Listing Rules);

- (d) the Stock Exchange granting the listing of and permission to deal in the shares of the Company which may be issued for payment of consideration of the Transaction (if applicable); and
- (e) both parties have obtained all consents and approvals in relation to the Transaction in the PRC, Hong Kong and Bermuda (if required).

INFORMATION ABOUT THE GROUP AND OCEAN DELIGHT GROUP

The principal activities of the Group are (a) design, development and distribution of hi-tech electronic products; (b) manufacture and distribution of electronic products related materials; (c) hotel operations and (d) strategic investments in the PRC.

Ocean Delight is an investment holding company incorporated in the BVI on 8 December 2004. The issued share capital of Ocean Delight is US\$ 1 comprising 1 share of US\$1 which is wholly owned by Mr Liu.

Dalian Da Jeng is a 有限責任公司 (limited liability company) incorporated in the PRC on 29 September 1999. The registered capital of Dalian Da Jeng is RMB300,000 which is entirely owned by Independent Third Parties. Dalian Da Jeng is principally engaging in the telecommunication business, in particular marketing of fixed line value added services, such as recorded message and advertising in the PRC.

Wuhan Xu Hua is a 有限責任公司 (limited liability company) incorporated in the PRC on 19 May 2005. The registered capital of Wuhan Xu Hua is RMB1,000,000 which is wholly owned by Independent Third Parties. Wuhan Xu Han is principally engaging in the telecommunication businesses, in particular marketing and software development of fixed line value added services, such as recorded message and advertising in the PRC.

REASONS FOR THE PROPOSED TRANSACTION

The Directors are of the view that the provision of the value added services to the telecommunication market in the PRC is prosperous and of good potential for growth and that the proposed Transaction offers opportunity for the Group to expand its media business. As mentioned in the Company's announcement dated 31 August 2005, the Group has diversified its business to media industry by signing a contract with Shanghai E.E. Media Co. Ltd. for joint production and distribution of a television serial "Super Diva". The proposed Transaction, if materialize, will provide a synergy and additional platform to the Group's media business activities. Moreover, the terms of the Letter of Intent provides flexible terms and timeframe for the Group to make its decision to proceed or not.

GENERAL

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Since Mr Liu is a director and substantial shareholder of the Company, the Option and/or Transaction, if materialize, will constitute connected transaction(s) and may constitute notifiable transaction(s) of the Company under the Listing Rules depending on the calculation of the percentage ratios under the Listing Rules. As neither the consideration nor the terms of the Option and/or Transaction have been finalized, the size of the Option and/or Transaction cannot be determined pursuant to Chapters 14 and 14A of the Listing Rules at this stage. The Company will comply with the relevant provisions under Chapters 14 and 14A and other relevant provisions of the Listing Rules should such obligations arise.

DEFINITIONS

The following defined terms are used in this announcement:

“Board”	the board of Directors
“BVI”	British Virgin Islands
“Company”	Goldwiz Holdings Limited
“Dalian Da Jeng”	大連大正信息媒體有限公司 (Dalian Da Jeng Information Media Company Limited), a company incorporated in the PRC and is wholly owned by Independent Third Parties
“Directors”	the directors of the Company
“Letter of Intent”	the letter of intent dated 24 November 2005 entered into between Goldwiz Communication and Mr Liu in relation to, among others, the Option and the Transaction
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Goldwiz Communication”	Goldwiz Communication Limited, a company incorporated in the BVI and is a wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	to the best of the Directors’ knowledge, information and belief and having made all reasonable enquiry, parties which are third parties independent of the Company and connected persons (as defined in the Listing Rules) of the Company
“Mr Liu”	Liu Xue Lin, a director, the chairman and a substantial shareholder of the Company
“Ocean Delight”	Ocean Delight Limited, a company incorporated in the BVI and is wholly owned by Mr Liu
“Ocean Delight Group”	Ocean Delight and the PRC Companies

“Option”	the conditional option which Mr. Liu intends to grant to Goldwiz Communication to purchase the Sale Share as described under the Letter of Intent
“PRC”	the People’s Republic of China
“PRC Companies”	Dalian Da Jeng and Wuhan Xu Hua
“Sale Share”	the one (1) share of US\$1 of Ocean Delight, representing the entire issued share capital of Ocean Delight
“Transaction”	the sale and purchase of the Sale Share between Mr Liu and Goldwiz Communication
“Wuhan Xu Hua”	武漢旭華軟件開發有限公司 (Wuhan Xu Hua Software Development Company Limited), a company incorporated in the PRC and is wholly owned by Independent Third Parties
“US\$”	the lawful currency of the United States of America
“RMB”	the lawful currency of the PRC
“HK\$”	the lawful currency of Hong Kong

By order of the Board
YAO Keming
Vice Chairman

Hong Kong, 25 November 2005

As at the date of this announcement, the executive Directors are Mr Liu Xue Lin, Mr Yao Keming, Mr Chang Kuan Hsi, Mr Lin Chia Chin, Mr Simon Shi Hao, Mr Peng Sheng Bo, Mr Sun Yuming, Mr Ni Ling and the independent non-executive Directors are Mr Alvan Liu Kwok Fai, Mr Chow Siu Tong and Mr Lai Ka Chu.

** for identification only*

Please also refer to the published version of this announcement in The Standard.