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喜尚控股有限公司
GAYETY HOLDINGS LIMITED
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8179)

**INSIDE INFORMATION:
MEMORANDUM OF UNDERSTANDING
IN RESPECT OF THE COOPERATION WITH
A COMMERCIAL ASSET MANAGEMENT COMPANY IN SHANGHAI**

This announcement is made by the Company pursuant to Rule 17.10(2)(a) of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

The Board announces that on 27 November 2013, HKBC, a 50%-owned joint venture of the Company, entered into a non-legally binding MOU with a commercial asset management company in Shanghai, an Independent Third Party, in relation to the intended cooperation in the development of Eateries featuring varieties of Hong Kong-style food in two projects located in Shanghai, PRC.

Shareholders and investors should exercise cautions when dealing in the securities of the Company.

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INTRODUCTION

The Board announces that on 27 November 2013, HKBC, a 50%-owned joint venture of the Company, entered into a non-legally binding MOU with a commercial asset management company in Shanghai, an Independent Third Party in relation to the intended cooperation in the development of Eateries featuring varieties of Hong Kong-style food in two projects located in Shanghai, PRC.

THE MOU

Date: 27 November 2013

Parties: (i) HKBC, a 50%-owned joint venture of the Company; and
(ii) The commercial asset management company in Shanghai, an Independent Third Party.

Scope of the MOU

The MOU is non-legally binding which sets out the understanding among the parties thereto on the intended cooperation in the development of Eateries featuring varieties of Hong Kong-style food in two projects located in Shanghai, PRC. Pursuant to the MOU:

- (i) HKBC will procure not less than six Hong Kong restaurants and brands to be featured in the Eateries located in two projects located in Shanghai; and
- (ii) HKBC will obtain the rights to operate the six Hong Kong restaurants and brands in Shanghai, PRC.

Both parties will review the terms of the MOU one year from the date of the MOU.

As the MOU is not legally binding, the MOU may or may not proceed and the actual implementation of the terms of the MOU may be altered.

Reasons for the entering into the MOU

The Company is principally engaged in the operation of a chain of Chinese restaurants in Hong Kong. HKBC is principally engaged in investment holding.

In recent years, there is a steady and rapid economic growth in the PRC and the PRC residents have higher consuming powers and demands for quality Chinese food and services than before. The Board believes Hong Kong-style food has huge demand in the PRC and the Group can leverage its brand recognition and extensive catering experiences in Hong Kong to explore catering business in the PRC.

The Group will commence this catering business under a new brand and will obtain the relevant rights to operate in the PRC from various renowned Hong Kong restaurants. By integrating all these valuable experiences, the new brand will provide various Hong Kong-style food menu items that are irresistible to the PRC customers.

The Directors consider that the entering into of the MOU, represents a good opportunity for the Group to tap into the catering market in the PRC. The Directors are of the view that the terms of the MOU are fair and reasonable and the entering into of the MOU is a furtherance of the principal business of the Group which is in the interests of the Group and the Shareholders as a whole.

GEM LISTING RULES IMPLICATION

This announcement is made by the Company pursuant to Rule 17.10(2)(a) of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

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DEFINITION

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise.

“Board”	the board of Directors
“Company”	Gayety Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on GEM (stock code: 8179)
“Director(s)”	director(s) of the Company
“Eateries”	the eateries to be operated by HKBC and the commercial asset management company in Shanghai, an Independent Third Party, pursuant to the MOU, located in two projects located Shanghai, the PRC
“GEM”	the 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
“HKBC”	Hong Kong Beverage and Catering Management Limited (香港餐飲管理有限公司), a company incorporated in the Hong Kong with limited liability and is owned as to 50% by the Company as at the date of this announcement
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Independent Third Party”	third party independent of and not connected with the Company or any of its connected persons (as defined in the GEM Listing Rules)
“MOU”	the non-legally binding memorandum of understanding dated 27 November 2013 and entered into between HKBC and the commercial asset management company in Shanghai, an Independent Third Party, setting out preliminary understanding in relation to the cooperation in the development of Eateries featuring varieties of Hong Kong-style food
“PRC”	the People’s Republic of China, which for the purposes of this announcement, excludes Hong Kong, Macau Special Administrative Region and Taiwan

“Shareholder(s)”	holder(s) of the issued share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong

By Order of the Board
Gayety Holdings Limited
Wong Kwan Mo
Chairman and executive Director

Hong Kong, 27 November 2013

As at the date of this announcement, the Board comprises Mr. Wong Kwan Mo and Ms. Lau Lan Ying as executive Directors, and Mr. Li Fu Yeung, Ms. Chiu Man Yee and Mr. Kwan Wai Yin, William as independent non-executive Directors.

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 omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and on the website of the Company at <http://www.gayety.com.hk>.