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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Gayety Holdings Limited (the “**Company**”) will be held on Thursday, 16 April 2015 at 4:00 p.m. at Plentiful Delight Banquet Restaurant situated at First Floor, Ho Shun Tai Building, No. 10 Sai Ching Street, Yuen Long, New Territories, Hong Kong for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT**

- (a) the sale and purchase agreement dated 19 December 2014 (as amended and supplemented by the supplemental agreements dated 13 February 2015 and 24 March 2015 respectively) and entered into between Mr. Wong Tai Chun as the vendor (the “**Vendor**”) and Food Idea Group Limited as the purchaser in relation to the acquisition of (i) the sale and purchase of 1 share in the share capital of Brilliant Forever Limited (the “**Target Company**”), representing the entire issued share capital of the Target Company; and (ii) all the obligations, liabilities and indebtedness owing or incurred by the Target Company to the Vendor, whether actual, contingent or deferred and irrespective whether or not the same is due and payable as at completion of the S&P Agreement for a maximum consideration of HK\$100,000,000 subject to adjustment (the “**Proposed Acquisition**”, (copies of sale and purchase agreement dated 19 December 2014, supplemental agreement dated 13 February 2015 and supplemental agreement dated 24 March 2015 (collectively the “**S&P Agreements**”) been produced to the meeting and marked “**A**”, “**B**” and “**C**” respectively and initialed by the chairman of the meeting for the purpose of identification), and the transactions contemplated thereunder, including but not limited to the issue of promissory note to settle the consideration, be and are hereby approved, confirmed and ratified; and

- (b) any one Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and do all such acts and things as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the S&P Agreements and the transactions contemplated thereunder.”

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

Hong Kong, 27 March 2015

Registered office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal place of business in

Hong Kong:

Shop No. 46, Ground Floor
Ho Shun Tai Building
No. 10 Sai Ching Street
Yuen Long, New Territories
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) A form of proxy for use at the EGM is enclosed. Whether or not you intend to attend the EGM in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
- (3) In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar in Hong Kong, Union Registrars Limited, at A18/F., Asia Orient Tower, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
- (4) Completion and return of a proxy form shall not preclude a member from attending and voting in person at the EGM or any adjournment thereof and in such event, the proxy form appointing a proxy shall be deemed to be revoked.

- (5) In the case of joint registered holders of shares of the Company (“**Shares**”), any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
- (6) Pursuant to the GEM Listing Rules, the voting on the ordinary resolution at the EGM will be conducted by way of poll.

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>.