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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)

**ANNOUNCEMENT PURSUANT TO RULE 3.7 OF
THE TAKEOVERS CODE**

This announcement is made by Gayety Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers of Hong Kong (the “**Takeovers Code**”).

Reference is made to the announcement of the Company dated 26 May 2015 (the “**Announcement**”), in relation to the preliminary discussions among the Potential Vendors and the Potential Investors about the Disposal. Unless otherwise specified, capitalised terms used herein shall have the same meanings as defined in the Announcement.

The Company has been informed by the Potential Vendors that the negotiation in relation to the Disposal with the Potential Investors has been terminated. As at the date of this announcement, no formal or legally binding agreement had been entered into between each of the Potential Vendors and each of the Potential Investors in respect of the Disposal. For the purpose of the Takeovers Code, the offer period in respect of the Disposal is closed on the date of this announcement.

Shareholders and potential investors are advised to continue to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 16 June 2015

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 Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited 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.

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 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>.