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REX Global Entertainment Holdings Limited

御濠娛樂控股有限公司

(incorporated in Bermuda with limited liability)

(Stock Code: 164)

HOLDING ANNOUNCEMENT

Reference is made to the announcement of REX Global Entertainment Holdings Limited (the “**Company**”) dated 8 October 2015 regarding the suspension of trading in shares of the Company (the “**Shares**”) pending the release of an announcement containing inside information of the Company in relation to a sale and purchase agreement (the “**Sale and Purchase Agreement**”). The Company has entered into the Sale and Purchase Agreement and certain option agreements (the “**Agreements**”) regarding a series of proposed transactions which may constitute a very substantial acquisition under Chapter 14 of the Listing Rules.

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board of directors of the Company (the “**Board**”) would like to update the Shareholders and potential investors on the transactions contemplated by the Agreements.

The Sale and Purchase Agreement was entered into on 8 October 2015 between the Company and Telconet Capital Limited Partnership (the “**Seller**”), an independent third party, pursuant to which the Company has conditionally agreed to acquire (or procure its nominee to acquire) and the Seller has conditionally agreed to sell 64.9% of the issued share capital of Yota (the “**Target Company**”) at a cash consideration of USD100,000,000. As at the date of this announcement, the Target Company is held as to 64.9% by the Seller, 25.1% by Yota Holding Limited (“**Yota Holding**”) and 10% by MTH Limited (“**MTH**”).

On 8 October 2015, the Company also entered into an option agreement (the “**First Option Agreement**”) with Yota Holding. Pursuant to the First Option Agreement, among others, the Company has conditionally agreed to grant Yota Holding a put option whereby Yota Holding could request the Company to acquire all (but not only a portion) of the shares in the Target Company held by Yota Holding (the “**First Option Shares**”), and Yota Holding has conditionally agreed to grant the Company a call option whereby the Company could request Yota Holding to sell to the Company all (but not only a portion) of the First Option Shares.

On 9 October 2015, the Company further entered into another option agreement (the “**Second Option Agreement**”) with MTH. Pursuant to the Second Option Agreement, among others, the Company has conditionally agreed to grant MTH a put option whereby MTH could request the Company to acquire all (but not only a portion) of the shares in the Target Company held by MTH (the “**Second Option Shares**”), and MTH has conditionally agreed to grant the Company a call option whereby the Company could request MTH to sell to the Company all (but not only a portion) of the Second Option Shares.

The Target Company is principally engaged in the design, research and development and marketing and sales of mainly smartphones under the brand “Yota” and other connectivity devices such as modems

The Company is currently in the course of preparing the announcement (the “**Announcement**”) relating to the Agreements and will, subject to obtaining approval from The Stock Exchange of Hong Kong Limited, publish the Announcement as soon as possible and resume trading in the Shares.

Trading in the Shares has been suspended since 9:00 a.m. on 8 October 2015 and will remain suspended pending the publication of the Announcement.

By order of the Board
REX Global Entertainment Holdings Limited
Yeung Chun Wai, Anthony
Executive Director

Hong Kong, 19 October 2015

As at the date of this announcement, the executive directors of the Company are Mr. Yeung Chun Wai, Anthony, Ms. Chu Wei Ning, Mr. Chen Domingo and Mr. Wong King Shiu, Daniel; and the independent non-executive directors of the Company are Mr. Wong Hoi Kuen, Mr. Chan Chi Yuen and Mr. Lee Chi Ming.