

*The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **UNITY INVESTMENTS HOLDINGS LIMITED**

*(Incorporated in Cayman Islands with limited liability)*

**(Stock Code: 913)**

### **Issue Of Shares Under AGM Issue Mandate Exceptional Price Movement And Resumption Of Dealings In Shares**

#### **SUMMARY**

##### **Issue Of Shares Under AGM Issue Mandate**

On 10th January 2005, the Company entered into the Agreement with the Investor whereby the Investor agreed to subscribe for and the Company agreed to issue and allot 15,998,000 Subscription Shares at HK\$0.14 per Subscription Share. The Investor has placed refundable deposit in the amount of HK\$2,239,720 with the Placing Agent for the subscription of the Subscription Shares. The Subscription Shares will be issued under the AGM Issue Mandate of the Company of 57,600,000 Shares.

##### **Exceptional Price Movement**

This statement is made at the request of The Stock Exchange of Hong Kong Limited.

We have noted the decrease in the price of the Shares on 7th January 2005 before the suspension of dealings of the Shares and wish to state that we are not aware any reasons for such decrease.

Save as (i) The Proposed Capital Reorganisation and Refreshment of Share Option Mandate Limit as described in the announcement of the Company of even date; and (ii) Issue of Shares under AGM Issue Mandate mentioned at above. We also confirm that there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under rule 13.23, neither is the Board aware of any matter discloseable under the general obligation imposed by rule 13.09, which is or may be of a price-sensitive nature.

Made by the order of the Board, the Directors of which individually and jointly accept responsibility for the accuracy of this statement.

##### **Resumption Of Dealings In Shares**

At the request of the Company, dealings in the Shares on the Stock Exchange were suspended with effect from 2:30 p.m. on 7th January 2005 pending the release of this announcement. Application has been made by the Company for the resumption of dealings in the Shares on the Stock Exchange with effect from 9:30 a.m. on 11th January 2005.

## ISSUE OF SHARES UNDER AGM ISSUE MANDATE

### Subscription Agreement

Date: 10th January 2005

Parties: Chau Tuk Shun, as Investor;  
Chung Nam Securities Limited as Placing Agent; and  
The Company

Subscription Shares: 15,998,000 new Shares

Subscription Price: HK\$2,239,720 in aggregate representing HK\$0.14 per Subscription Share

The Subscription Price represents (i) a premium of approximately 58.37% to the average closing price of the Shares on the Stock Exchange of approximately HK\$0.0884 from 31st December, 2004 to 6th January, 2005, being the five trading days before the suspension of dealing in Shares; and (ii) a premium of approximately 23.89% to the closing price of the Shares on the Stock Exchange of HK\$0.113 on 6th January, 2005, the trading day before the suspension of dealings in Shares pending the release of this announcement. In view of the current stock market conditions together with the subscription price of HK\$0.14 per Share and the 12 months non disposal undertakings from the Investor, the Board considers that the Subscription Agreement as well as the terms contained therein are fair and reasonable and to the best interest to the Company and the shareholders as a whole.

The 15,998,000 Subscription Shares represent approximately 4.17% of the issued share capital of the Company of 384,000,005 on the date of this announcement and approximately 4% of the issued share capital of the Company, as enlarged by the issue of the Subscription Shares. As at the date of this announcement, the Company has no outstanding Share options, convertible notes or warrants.

Completion of the Agreement is conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Subscription Shares. If the condition is not fulfilled by 31st January 2005, the Placing Agent shall return the refundable deposit to the Investor without interest and the Agreement shall terminate that the parties shall have no further claims against each other, save for antecedent breaches. Application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Subscription Shares.

The Subscription Shares will be issued under the AGM Issue Mandate for which the Company has not utilized before. The AGM Issue Mandate is sufficient to cover the issue of the Subscription Shares. The Shares outstanding within the AGM Issue Mandate in the amount of 41,602,000 represents approximately 10.83% and approximately 10.4% respectively of the issued Share as at the date of this announcement and as enlarged by the Subscription Shares.

To the best of the Directors' knowledge information and belief having made all reasonable enquiries, Mr. Chau Tuk Shun, the Investor is not Connected Persons (as such term is defined in the Listing Rules) or related to Connected Persons (as such term is defined in the Listing Rules) of the Company save and except that the Investor holds 68,000 Shares as at the date of this announcement. The Investor is one of the senior management of a company that owned a passenger vessel to engage in the operation of the casino, entertainment and the related business in international waters. The Investor does not have any present intention to appoint any representative to the board of directors of the Company or to take part in the management of the Company. Moreover, the Investor does not have any present intention to inject business and or asset into the Company. After completion of the subscription, the Investor will not become "substantial shareholders" of the Company (as such term is defined in the Listing Rules).

Based on the register maintained by the Company under the Securities and Futures Ordinance as at the date of this Announcement, the shareholding of the Company before and after the issue of the Subscription Shares is as follows:

Name of Shareholder	As at the date of this Announcement		After the issue of the Subscription Shares	
	Number of shares	%	Number of shares	%
Collier Assets Limited ( <i>Note 1</i> )	38,300,000	9.97	38,300,000	9.58
Dollar Group Limited ( <i>Note 2</i> )	38,203,333	9.95	38,203,333	9.55
Winning Horse Limited ( <i>Note 3</i> )	33,878,666	8.82	33,878,666	8.47
The Investor	68,000	0.02	16,066,000	4.02
Public	273,550,006	71.24	273,550,006	68.38
Total	<u>384,000,005</u>	<u>100</u>	<u>399,998,005</u>	<u>100</u>

*Note:*

1. Collier Assets Limited is beneficiary owned by Ms. Lo Ki Yan Karen for whom is a passive investor and used to be the substantial shareholder of the Company through Collier Assets Limited since 2003 and has never participate into the daily operation and management of the Company
2. Dollar Group Limited is beneficiary owned by Heritage International Holdings Limited, whose shares are listed in the Stock Exchange.
3. Winning Horse Limited is beneficiary owned by Radford Capital Investment Limited, whose shares are listed in the Stock Exchange.

The Investor has undertaken to the Company that it shall not, within a period of 12 months from completion of the Agreement, sell, transfer, dispose of, or enter into any agreement to dispose of or otherwise create any options, rights or interests in respect of any of the Subscription Shares.

The Company is of the view that it is beneficial to effect the Subscription to raise funds in the current market conditions as well as introducing a passive investor whose shares will be subject to a 12 months non-disposal undertaking. The Investor is introduced to the Company by the Placing Agent.

The gross proceed of the Subscription is HK\$2,239,720. The net price to the Company of each Subscription Share, after deduction 2% placing fee of approximately HK\$44,794 to the Placing Agent as well other miscellaneous expenses involved, is approximately HK\$0.136.

The below summarises the capital raising activities of the Group for the 12 months immediately before the date of this Announcement.

Date of announcement	Date of agreement	Nature of transaction	Places/ subscriber/ allottee	Amount of fund raised	Number of Shares issued from the activities	Percentage of Number of Shares issued/ total number existing Shares of the Company (approximately)	Intended use of proceeds	Use of proceeds according to the intended use	Use of proceeds other than the intended use
4 March 2004	27 February 2004	Placing of 48,000,000 Shares at a price of HK\$0.2 per Share under the general mandate	Independent third parties	Approximately HK\$9.35 million	48,000,000 Shares	16.67%	General working capital and repayment of borrowing of the Company	Repayment of bank loans and investment	Nil
2 November 2004	1 November 2004	Right issue of shares	Shareholders and underwriters	Approximately HK\$12.2 million	96,000,001 Shares	25.0%	Repayment of borrowings of the Company and general working capital	Repayment of borrowings	Nil

The entire funds raised in the past 12 months have been applied pursuant to their intended usage as announced.

### Use of Proceeds

The net proceeds of the Subscription of approximately HK\$2,180,000 shall be used for the general working capital of the Company.

### Exceptional Price Movement

This statement is made at the request of The Stock Exchange of Hong Kong Limited.

We have noted the decrease in the price of the Shares on 7th January 2005 before the suspension of dealings of the Shares and wishes to state that we are not aware any reasons for such decrease.

Save as (i) The Proposed Capital Reorganisation and Refreshment of Share Option Mandate Limited as described in the announcement of the Company of even date; and (ii) Issue of Shares under AGM Issue Mandate described at above. We also confirm that there are no negotiations or agreements relating to intended acquisitions or realisations which are discloseable under rule 13.23, neither is the Board aware of any matter discloseable under the general obligation imposed by rule 13.09, which is or may be of a price sensitive nature.

Made by the order of the Board, the Directors of which individually and jointly accept responsibility for the accuracy of this statement.

### Resumption Of Dealings In Shares

At the request of the Company, dealings in the Shares on the Stock Exchange were suspended with effect from 2:30 p.m. on 7th January 2005 pending the release of this announcement. Application has been made by the Company for the resumption of dealings in the Shares on the Stock Exchange with effect from 9:30 a.m. on 11th January 2005.

## DEFINITIONS

The following terms are used in this announcement within the meanings set opposite them:–

“AGM Issue Mandate”	the mandate granted to Directors at the annual general meeting held on 30th April 2004 to issue and allot new Shares;
“Agreement”	The subscription agreement dated 10th January, 2005 entered into between the Investor, Placing Agent and the Company;
“Board”	The board of Directors of the Company;
“Company”	Unity Investments Holdings Limited, a company incorporated in Cayman Islands the shares of which are listed on the Stock Exchange;
“Connected Person(s)”	has the meaning ascribed thereto in the Listing Rules;
“Directors”	the directors of the Company;
“Group”	the Company and its subsidiaries;
“Investor”	Chau Tuk Shun;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Placing Agent”	Chung Nam Securities Limited, a corporation licensed to carry on business in type 1 regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Options”	options to subscribe for Shares granted to employee(s) of the Company under the Share Option Scheme;
“Share Option Scheme”	the share option scheme adopted by the Company on 2nd May, 2003;
“Shares”	shares of a par value of HK\$0.1 each in the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Subscription”	the subscription of the Subscription Shares by the Investor.

As at date of this announcement, the Company has three executive Directors, namely Ms. Au Shuk Yee Sue, Mr. Kitchell Osman Bin and Dr. Pang Shuen Wai Nichols, four independent non-executive Directors, namely Mr. Lam Ping Cheung, Mr. Wong Ying Seung Asiong, Mr. Chung Kong Fei Stephen and Mr. Tsang Wing Ki.

By Order of the Board  
**Unity Investments Holdings Limited**  
**Dr. Pang Shuen Wai, Nichols**  
*Executive Director*

Hong Kong, 10th January, 2005