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Unity Investments Holdings Limited

合一投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 913)

SUBSCRIPTION OF NEW SHARES AND RESUMPTION OF TRADING

THE SHARE SUBSCRIPTION AGREEMENT

On 30 June 2006, Ample Spring, a wholly-owned subsidiary of the Company, entered into the Share Subscription Agreement with Hong Kong Copper Mine and PRC Copper Mine pursuant to which Ample Spring has conditionally agreed to subscribe for and Hong Kong Copper Mine has conditionally agreed to allot and issue the Subscription Shares in Hong Kong Copper Mine at the Subscription Price of HK\$20,000,000.

As Completion is subject to the conditions precedent stated in the Share Subscription Agreement, the Subscription may or may not proceed. The Shareholders and the public should exercise caution when dealing in the securities of the Company.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 28 June 2006 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the shares of the Company with effect from 9:30 a.m. on 3 July 2006.

This announcement is made pursuant to Rule 13.09 of the Listing Rules. The percentage ratios under the size test calculations for the Share Subscription Agreement and the shareholder loan to be made by the Ample Spring to Hong Kong Copper Mine are between 5% and 25%. Pursuant to Rule 21.13, the transactions are not discloseable transactions for the Company. The discloseable transaction rules do not apply to the Company, being an investment company under Chapter 21 of the Listing Rules.

Reference is made to the Company's announcement dated 22 May 2006. The investment referred to in this announcement relates to the same copper mine as referred to in the Company's announcement dated 22 May 2006.

THE SHARE SUBSCRIPTION AGREEMENT

Date

30 June 2006

Parties

- (a) Ample Spring, a wholly-owned subsidiary of the Company and a special purpose vehicle set up by the Company for the sole purpose of investment in Hong Kong Copper Mine, as the subscriber;
- (b) Hong Kong Copper Mine, a company incorporated under the laws of Hong Kong, which currently owns 33.33% investment interest in PRC Copper Mine;
- (c) PRC Copper Mine, a Sino-foreign joint venture established under the PRC laws;
- (d) Mr Liu Yi, as the existing sole shareholder of Hong Kong Copper Mine; and
- (e) Mr Liu Yi, as a guarantor to the Share Subscription Agreement (see the fourth paragraph in the section headed “Subscription of New Shares” below).

SUBSCRIPTION OF NEW SHARES

On 30 June 2006, Ample Spring entered into the Share Subscription Agreement with Hong Kong Copper Mine, PRC Copper Mine and Mr Liu Yi, pursuant to which Ample Spring has conditionally agreed to subscribe for and Hong Kong Copper Mine has conditionally agreed to allot and issue the Subscription Shares in Hong Kong Copper Mine at the Subscription Price of HK\$20,000,000. A deposit of HK\$1,500,000 has been paid by Ample Spring to Hong Kong Copper Mine upon the signing of the Share Subscription Agreement which is 30 June 2006. The deposit is non-refundable in the event the Company does not proceed to Completion. The deposit is a commercial arrangement and is treated like an incentive fee to attract Hong Kong Copper Mine to enter into the Share Subscription Agreement. To the best of the Directors’ knowledge, information and belief, the deposit will cover kick start expenses used by Hong Kong Copper Mine for the purposes of copper exploitation at the Copper Mine. The balance of the Subscription Price of HK\$18,500,000 is payable on Completion.

Upon Completion, Ample Spring will provide a shareholder loan of HK\$10,000,000 to Hong Kong Copper Mine. The shareholder loan will be interest free, unsecured and repayable after three years. The provision of the shareholder loan itself will not lead to disclosure obligation pursuant to Rule 13.13 of the Listing Rules or Chapter 14 of the Listing Rules.

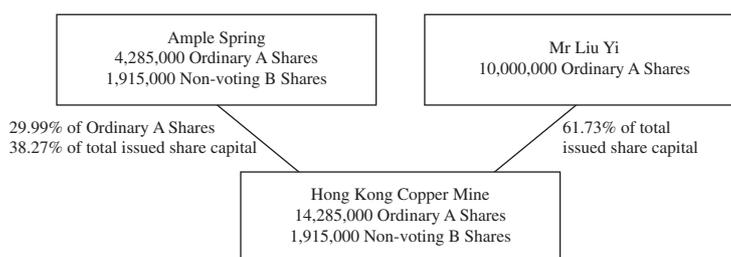
The issued share capital of Hong Kong Copper Mine is currently HK\$10,000,000 comprising 10,000,000 ordinary shares of HK\$1.00 each. The Subscription Shares will comprise (i) 4,285,000 ordinary A shares and (ii) 1,915,000 non-voting B shares which do not carry voting rights but are otherwise the same as the ordinary A shares and are entitled to receive 11.82% of the dividends of Hong Kong Copper Mine. The 4,285,000 ordinary A shares represent 29.99% of the total voting rights of Hong Kong Copper Mine. The Subscription Shares (both the 4,285,000 ordinary A shares and 1,915,000 non-voting B shares) represent 38.27% of the total issued shares of Hong Kong Copper Mine. Apart from the Share Subscription Agreement, shareholders’ resolutions passed to vary the share rights of Hong Kong Copper Mine and the amendment of the articles of association of Hong Kong Copper Mine, there will not be other documents signed in connection with the varying of the share rights of Hong Kong Copper Mine.

Mr Liu Yi and Hong Kong Copper Mine guaranteed to Ample Spring that:

- (1) Mr. Liu Yi and Hong Kong Copper Mine will procure PRC Copper Mine to distribute not less than 30% of the profits available for distribution each year;

- (2) the first dividend distribution will be paid within 7 months of the first financial year which PRC Copper Mine records profits available for distribution;
- (3) Hong Kong Copper Mine will hold not less than 77.78% of the capital of PRC Copper Mine after Hong Kong Copper Mine has applied the Subscription Price and shareholders loan from Ample Spring to increase its holding in the capital of PRC Copper Mine.

After Completion, Hong Kong Copper Mine will apply the total amount of the Subscription Price and the shareholder loan from Ample Spring to increase its holding in the capital of PRC Copper Mine from the existing 33.33% to 77.78%. Mr Liu Yi will not be making any pro-rata shareholder loan to Hong Kong Copper Mine.



SUBSCRIPTION PRICE

The Subscription Price is HK\$20,000,000. The Subscription Price was arrived at after arm's length negotiations between the Company and Hong Kong Copper Mine based on report issued by PRC specialist in the industry, who is a third party independent of the Company and connected persons (as defined in the Listing Rules) of the Company, on the copper reserves of the Copper Mine, the market price of copper, site visits by the Directors and management accounts of Hong Kong Copper Mine and is a result of commercial negotiations having taken into account such factors. The Directors (including the Independent Non-executive Directors) consider that the terms of the Share Subscription Agreement are on normal commercial terms and fair and reasonable and are in the interest of the Company and the Shareholders as a whole.

The Subscription will be funded by internal resources (being cash available at that time) and/or external fund raising possibilities (for example, borrowing or issuing new shares of the Company). The exact form of the combination of financings will depend on the circumstances at the time of Completion, such as the interest rate and market prices of the shares of the Company. As at the date of this announcement, there is no definite plan or the mode of funding yet. The Company will use best endeavours to ensure that the funding arrangements and the transaction will not lead to any material adverse impact on the Company's working capital and operations. The obtaining of financing is not a condition precedent to Completion of the Share Subscription Agreement. If the Company issues new shares, it will comply with disclosure and announcement requirements pursuant to the Listing Rules.

As set out in the Company's annual report 2005, the cash at bank as at 31 December 2005 was around HK\$61,000. Since then the Company has received net proceeds of around HK\$34 million from a placing referred to in the Company's announcement dated 7 December, 2005 intended to be used for repayment of (i) margin loan (HK\$18 million) and (ii) investment and working capital (HK\$16 million) and around HK\$28.13 million from a placing referred to in the Company's announcement dated 4 May 2006 intended to be used for investment purpose (HK\$22.5 million) and as general working capital (HK\$5.63 million).

CONDITIONS OF THE SUBSCRIPTION

The Subscription is conditional upon (i) due diligence on PRC Copper Mine and Hong Kong Copper Mine to be conducted by the Company and, if necessary, independent professionals satisfactory to the Company; (ii) both Hong Kong Copper Mine and PRC Copper Mine being validly existing companies with valid existing business licenses and without material litigation / liabilities; (iii) a PRC legal opinion by independent lawyer on the establishment, operation and properties, etc. of PRC Copper Mine satisfactory to the Company; (iv) an evaluation report by independent specialist satisfactory to the Company confirming that PRC Copper Mine has a reserve of copper resources available for production of no less than 100,000 tons; (v) PRC Copper Mine having the legal exploitation rights (採礦權) on the Copper Mine; (vi) the Company and Ample Spring have obtained all the necessary approval, if any, from their shareholders and/or the regulatory bodies; and (vii) passing of resolutions by shareholders of Hong Kong Copper Mine to approve (a) the designation of the existing 10,000,000 shares held by Mr Liu Yi as ordinary A shares; (b) the creation and issue by Hong Kong Copper Mine of 4,285,000 ordinary A shares and 1,915,000 the non-voting B shares; and (c) the making of corresponding amendments to the articles of association of Hong Kong Copper Mine.

COMPLETION OF THE SUBSCRIPTION

Completion will take place before 6 November 2006 after the conditions of the Subscription are fulfilled or such other date or place as may be agreed between the Company and Hong Kong Copper Mine and PRC Copper Mine and Mr Liu Yi.

As Completion is subject to the conditions precedent stated in the Share Subscription Agreement, the Subscription may or may not proceed. The Shareholders and the public should exercise caution when dealing in the securities of the Company.

INFORMATION ABOUT MR LIU YI, HONG KONG COPPER MINE AND PRC COPPER MINE

The Directors confirm that, to the best of their knowledge, information and belief having made all reasonable enquiries, Mr Liu and PRC Copper Mine Partner and its ultimate beneficial owners are third parties, independent of the Company and connected persons of the Company (as such term is determined under the Listing Rules).

To the best of Directors' knowledge, information and belief, Mr Liu Yi and PRC Copper Mine have not in the past held any shares in the Company.

At present, Hong Kong Copper Mine is wholly-owned by Mr Liu Yi and the capital of PRC Copper Mine is held as to 33.33% by Hong Kong Copper Mine and 66.67% by the PRC Copper Mine Partner.

Hong Kong Copper Mine is a special purpose vehicle set up for the sole purpose of investment in PRC Copper Mine and will not engage in any other business activity other than the holding of its investment in PRC Copper Mine. PRC Copper Mine is an enterprise in the PRC that specializes in the mining, production and sale of copper, other metals and their related products.

PRC Copper Mine operates the Copper Mine. The Copper Mine is located at Po Shu Wa Copper Mine, Shi He District, Xinyang, Henan Province (河南省信陽市獅河區坡樹洼銅礦) and covers of an area of around 10 square kilometres. The Copper Mine is not in operation yet.

The net asset value of Hong Kong Copper Mine based on its unaudited management accounts as at 30 April 2006 was HK\$10,000,000.

REASONS FOR THE SUBSCRIPTION

The Group is of the view that the investment in Hong Kong Copper Mine and PRC Copper Mine will provide a valuable investment opportunity for the Group to participate in the growing copper mining industry in mainland China and to diversify the investment portfolio of the Group. The Subscription will enable the Company to boost (if dividends are received) its revenue base in the future.

GENERAL

The Group is principally engaged in investment in listed and non-listed companies in Hong Kong and mainland China.

The investment in Hong Kong Copper Mine will be accounted for as an interest in an associate in the financial statements of the Group. The Group will share the post acquisition results of the associate in the Group's income statement and Hong Kong Copper Mine will be stated at the Group's share of net assets of the associate in the Group's balance sheet.

Pursuant to the Share Subscription Agreement, the Company will only control 29.99% of the voting rights of Hong Kong Copper Mine, hence the investment is not in contravention of Rule 21.04(3)(a) of the Listing Rules pursuant to which the Company will not either on its own or in conjunction with any connected person (as such term is defined in the Listing Rules) take legal, or effective, management control of underlying investments, or own or control more than 30% (or such other percentage as may from time to time be specified in the Takeovers Code as being the level for triggering a mandatory general offer) of the voting rights in any one company or body. The Subscription will not contravene Rule 21.04(3)(b) of the Listing Rules as the value of the Company's holding of the investment in Hong Kong Copper Mine does not exceed 20% of the Company's net asset value at the time when such investment is made.

The Group will make further announcement on new developments on this matter if required under Rule 13.09 of the Listing Rules.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 28 June 2006 pending the issue of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:30 a.m. on 3 July 2006.

DEFINITIONS

“Ample Spring”	Ample Spring International Limited, a company incorporated in the British Virgin Islands on 12 May 2006;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Board”	the Board of Directors;
“Company”	Unity Investments Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on The Stock Exchange of Hong Kong Limited;
“Completion”	Completion of the Share Subscription Agreement;

“Copper Mine”	Po Shu Wa Copper Mine, Shi He District, Xinyang, Henan Province (河南省信陽市獅河區坡樹洼銅礦) which is operated by PRC Copper Mine;
“Directors”	directors of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong Copper Mine”	Hong Kong Copper Mine Holding Limited, a company incorporated under the laws of Hong Kong on 18 February 2004;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC Copper Mine”	金源(信陽)銅礦採選有限公司 Copper (Xinyang) Mine Co. Ltd., a company incorporated in the People’s Republic of China on 4 March 2004;
“PRC”	the People’s Republic of China;
“PRC Copper Mine Partner”	湖南省桃林鉛鋅礦採掘工程大隊 Henan Province Tao Lin Lead and Zinc Mine Exploitation Engineering Team, a PRC entity engaged in exploitation activities and the holder of 66.67% of the capital of PRC Copper Mine as at the date hereof;
“Share(s)”	share(s) of Hong Kong Copper Mine including both the ordinary A shares and non-voting B shares;
“Share Subscription Agreement”	the conditional agreement dated 30 June 2006 entered into between Ample Spring, Hong Kong Copper Mine, PRC Copper Mine and Mr Liu Yi;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription”	the subscription of 4,285,000 ordinary A shares and 1,915,000 non-voting B shares in Hong Kong Copper Mine by Ample Spring pursuant to the terms of the Share Subscription Agreement;
“Subscription Price”	HK\$20,000,000 for the subscription of the Subscription Shares;
“Subscription Shares”	new shares in Hong Kong Copper Mine to be issued to Ample Spring as described in the section headed “Subscription”; and
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers.

By order of the Board of
Unity Investments Holdings Limited
KITCHELL Osman Bin
Executive Director & Chief Executive Officer

Hong Kong, 30 June 2006

As at the date of this announcement, the Executive Directors of the Company are Mr CHUNG Wilson (Chairman) and Mr KITCHELL Osman Bin (Executive Director & Chief Executive Officer); the Non-executive Director of the Company is Mr WONG Man Hon, Frederick; and the Independent Non-executive Directors of the Company are Mr CHUNG Kong Fei, Stephen, Mr TSANG Wing Ki and Mr CHEN Wei Hwa, Henri.