

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

*This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for any securities of the Company.*



**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)**

## **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

**Placing Agent**



**結好證券有限公司**

**GET NICE SECURITIES LIMITED**

On 12 June 2009 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent whereby the Company conditionally agreed to place, through the Placing Agent, on a fully underwritten basis, 239,000,000 new Shares to independent Placees at a price of HK\$0.10 per Placing Share. The Placing Shares represent approximately 19.92% of the Company's existing issued share capital and approximately 16.61% of its issued share capital as enlarged by the Placing.

The Placing Price represents (i) a discount of approximately 0.99% to the closing price of HK\$0.101 per Share as quoted on the Stock Exchange on 12 June 2009, being the date of the Placing Agreement; (ii) a premium of approximately 2.46% over the average closing price of HK\$0.0976 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including 11 June 2009; and (iii) a premium of approximately 6.38% over the average closing price of HK\$0.094 per Share as quoted on the Stock Exchange for the ten consecutive trading days up to and including 11 June 2009.

The aggregate gross proceeds from the Placing will be HK\$23.90 million. The Company plans to use the entire net proceeds of approximately HK\$23.00 million from the Placing for the general working capital of the Group.

The Placing is conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares.

## **THE PLACING AGREEMENT**

### **Date**

12 June 2009

### **Issuer**

The Company

### **Placing Agent and the Placees**

Get Nice Securities Limited, the Placing Agent, has conditionally agreed to place 239,000,000 Placing Shares on a fully underwritten basis and in consideration thereof, it will receive a placing commission of 2.5% on the gross proceeds of the Placing upon completion of the Placing. The Directors are of the view that the placing commission is fair and reasonable with reference to the market rate. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and its ultimate beneficial owner(s) are not connected persons of the Company and are independent from and not connected with the Company and its connected persons.

The Placing Agent will place the Placing Shares to not less than six Placees, being individuals, institutional or other professional investors, and who and whose ultimate beneficial owners will not be connected persons of the Company and will be independent from and not connected with the Company and its connected persons.

### **Number of Placing Shares:**

239,000,000 Placing Shares (of an aggregate nominal value of HK\$23,900,000) representing approximately 19.92% of the Company's existing issued share capital and approximately 16.61% of its issued share capital as enlarged by the Placing.

### **Placing Price:**

The Placing Price of HK\$0.10 per Placing Share was agreed after arm's length negotiations between the Company and the Placing Agent with reference to the market price of the Shares. Such price represents (i) a discount of approximately 0.99% to the closing price of HK\$0.101 per Share as quoted on the Stock Exchange on 12 June 2009, being the date of the Placing Agreement; (ii) a premium of approximately 2.46% over the average closing price of HK\$0.0976 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including 11 June 2009; and (iii) a premium of approximately 6.38% over the average closing price of HK\$0.094 per Share as quoted on the Stock Exchange for the ten consecutive trading days up to and including 11 June 2009.

The net placing price under the Placing is approximately HK\$0.0962 per Placing Share.

The Directors consider that the Placing Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Ranking of Placing Shares:**

The Placing Shares, when issued and fully paid, will rank pari passu in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Placing Shares.

### **General Mandate:**

The Placing Shares will be allotted and issued under the general mandate granted to the Directors by a resolution of the Shareholders passed at the annual general meeting of the Company held on 27 May 2009 pursuant to which the Directors are allowed to allot and issue up to 239,949,762 Shares.

As at the date of this announcement, no Shares have been issued and allotted pursuant to such general mandate.

### **Conditions of the Placing:**

The Placing, which is not subject to the Shareholders' approval, is conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares.

The conditions must be fulfilled on or before 31 July 2009 (or such other date as agreed by the Company and the Placing Agent), failing which the Placing Agreement shall terminate.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Placing Shares.

### **Completion of the Placing:**

Completion of the Placing shall take place not later than the second Business Day after the Placing Agreement has become unconditional (or such later date as may be agreed between the Company and the Placing Agent).

## **REASONS FOR THE PLACING AND USE OF PROCEEDS**

The Company is principally engaged in investments in listed securities in Hong Kong and other main stock market around the world and also in unlisted companies.

Under the prevailing market conditions, the Directors are of the view that the Placing will enlarge the shareholder base and the capital base of the Company, and will strengthen the Group's financial position for future strategic investments as and when opportunities arise. The Directors consider that the Placing offers good opportunities to raise further capital for the future development of the Group. Accordingly, they consider that the Placing is in the interests of the Company and the Shareholders as a whole.

The gross proceeds from the Placing will be HK\$23.90 million. The Company plans to use the entire net proceeds of approximately HK\$23.00 million from the Placing for the general working capital of the Group.

#### **FUND RAISING EXERCISES DURING THE PAST 12 MONTHS**

<b>Date of announcement</b>	<b>Fund raising activity</b>	<b>Net proceeds raised (approximately)</b>	<b>Proposed use of the net proceeds</b>	<b>Actual use of the net proceeds</b>
19 May 2008	Placing of 62,630,000 new Shares which was terminated on 18 June 2008	HK\$12.07 million	HK\$6 million to be used for investment in equity and the remaining balance of approximately HK\$6.07 million for general working capital of the Group	This placing was terminated as disclosed in the Company's announcement on 18 June 2008
9 October 2008	Issue of the Convertible Notes which was completed on 26 November 2008	HK\$38 million	For the settlement of (i) a loan due to an indirect wholly-owned subsidiary of Mascotte Holdings Limited; and (ii) a loan due to an indirect wholly-owned subsidiary of Heritage International Holdings Limited	Used as intended
2 February 2009	Rights issue of 512,155,110 rights shares on the basis of one rights share for every share held by qualifying shareholders which was completed on 6 April 2009	HK\$48.2 million	For the general working capital of the Group	Used as intended

Save as disclosed above, the Company has not conducted any other fund raising exercises in the past twelve months before the date of this announcement.

## SHAREHOLDING STRUCTURE

Assuming that there will be no change in the shareholding structure of the Company immediately before completion of the Placing, the shareholding structure of the Company (i) as at the date of this announcement, and (ii) immediately after completion of the Placing is as follows:

Shareholder	As at the date of this announcement		Immediately after completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Heritage International Holdings Limited (Note 1)	182,704,196	15.23	182,704,196	12.70
Mascotte Holdings Limited (Note 1)	109,727,272	9.15	109,727,272	7.63
Placees	–	–	239,000,000	16.61
Other public Shareholders	<u>907,317,342</u>	<u>75.62</u>	<u>907,317,342</u>	<u>63.06</u>
<b>Total</b>	<b><u><u>1,199,748,810</u></u></b>	<b><u><u>100.00</u></u></b>	<b><u><u>1,438,748,810</u></u></b>	<b><u><u>100.00</u></u></b>

### Note

- Heritage International Holdings Limited (stock code: 412) and Mascotte Holdings Limited (stock code: 136) are companies listed on the Main Board of the Stock Exchange.

## DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday, Sunday or public holiday) on which banks in Hong Kong generally are open for business

“Company”	Unity Investments Holdings Limited (合一投資控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placees”	any individual(s), institutional or other professional investor(s) procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement
“Placing”	placing of 239,000,000 new Shares by the Placing Agent on a fully underwritten basis pursuant to the terms of the Placing Agreement
“Placing Agent”	Get Nice Securities Limited, a deemed licensed corporation within the meaning of the SFO
“Placing Agreement”	a conditional placing agreement dated 12 June 2009 entered into between the Company and the Placing Agent in relation to the Placing
“Placing Price”	HK\$0.10 per Placing Share
“Placing Shares”	239,000,000 new Shares to be placed under the Placing
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shareholder(s)”	holder(s) of Share(s)
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%” or “per cent.”	percentage or per centum

By order of the Board  
**Unity Investments Holdings Limited**  
合一投資控股有限公司  
**KITCHELL Osman Bin**  
*Executive Director*

Hong Kong, 12 June 2009

*As at the date of this announcement, the executive Directors are Mr. KITCHELL Osman Bin (Chairman and Chief Executive Officer), Ms. DAVIS Angela Hendricks and Ms. CHOI Ka Wing; and the independent non-executive Directors are Mr. CHUNG Kong Fei, Stephen, Mr. TSANG Wing Ki, Ms. SWARTZ Kristi Lynn and Mr. NGAI Wai Kin.*