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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)**

**PROPOSED RIGHTS ISSUE ON THE BASIS OF  
TWO RIGHTS SHARES FOR EVERY SHARE HELD  
ON THE RECORD DATE;  
CONNECTED TRANSACTION;  
AND  
CHANGE IN BOARD LOT SIZE**

**Underwriter of the Rights Issue**



**Freeman Securities Limited**

**PROPOSED RIGHTS ISSUE**

The Board proposes to raise approximately HK\$86.24 million before expenses (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date) to approximately HK\$112.11 million before expenses (assuming no repurchase of Shares, full utilisation of the Issue Mandate and full exercise of the subscription rights attaching to the maximum number of Options granted under the Share Option Scheme on or before the Record Date) by issuing not less than 862,378,676 new Shares and not more than 1,121,092,276 new Shares to the Qualifying Shareholders by way of the Rights Issue at a subscription price of HK\$0.10 per Rights Share on the basis of two Rights Shares for every Share held on the Record Date. The Rights Issue will not be available to the Non-Qualifying Shareholders.

The estimated net proceeds of the Rights Issue will be approximately HK\$81.15 million (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date) to approximately HK\$106.25 million (assuming no repurchase of Shares, full utilisation of the Issue Mandate and full exercise of the subscription rights

attaching to the maximum number of Options granted under the Share Option Scheme on or before the Record Date). The Company intends to apply the entire net proceeds from the Rights Issue for the general working capital of the Group and for future investments pursuant to the investment objectives of the Company.

**The Rights Issue is conditional, inter alia, upon the fulfillment of the conditions set out under the section headed “Conditions of the Rights Issue” of this announcement. In particular, the Rights Issue is subject to the Underwriter not terminating the Underwriting Agreement in accordance with the terms set out therein. Accordingly, the Rights Issue may or may not proceed. Any Shareholders or other persons contemplating selling or purchasing Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue could not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.**

#### **IMPLICATIONS UNDER THE LISTING RULES**

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, Freeman holds 45,354,000 Shares, representing 10.52% of the entire issued share capital of the Company. The Underwriter is an indirect wholly-owned subsidiary of Freeman, which is a substantial Shareholder of the Company. The Underwriter is therefore a connected person of the Company under Chapter 14A of the Listing Rules.

Accordingly, the transactions contemplated under the Underwriting Agreement (including the Commission Payment) constitutes a connected transaction under Chapter 14A of the Listing Rules. The issue of the Rights Shares to the Underwriter under the Rights Issue is exempt from the reporting, announcement and Independent Shareholders’ approval requirements pursuant to Rules 14A.31(3)(a) and (c) of the Listing Rules. As the maximum underwriting commission to be received by the Underwriter pursuant to the Underwriting Agreement is approximately HK\$3.4 million and the relevant percentage ratios (other than the profits ratio) as defined in the Listing Rules are less than 25% and the total underwriting commission is less than HK\$10,000,000, the Commission Payment constitutes a connected transaction that is only subject to the reporting and announcement requirements but is exempt from Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

An independent board committee of the Company comprising all the independent non-executive Directors will be appointed to make recommendations to the Independent Shareholders in respect of the Rights Issue. An independent financial adviser will be appointed to advise the independent board committee of the Company and the Independent Shareholders in this regard.

In compliance with Rule 7.19(6) of the Listing Rules, the Rights Issue is conditional on the approval of the Independent Shareholders by way of poll at the EGM. The Company does not have any controlling Shareholder. As at the date of this

announcement, CHOI Ka Wing, being an executive Director who holds 1,253,250 Shares (representing approximately 0.29% of the entire issued share capital of the Company), and her associates will abstain from voting in favour of the proposed resolution approving the Rights Issue at the EGM in compliance with Rule 7.19(6) of the Listing Rules.

### **GENERAL**

A circular containing, among other things, (i) further details of the Rights Issue; (ii) a letter of recommendation from the independent board committee of the Company to the Independent Shareholders in respect of the proposed Rights Issue; (iii) a letter of advice from the independent financial adviser to the independent board committee of the Company and the Independent Shareholders on the proposed Rights Issue; and (iv) notice convening the EGM, will be despatched to the Shareholders on or before 2 November 2011.

Subject to the approval of the Rights Issue by the Independent Shareholders at the EGM, the Company expects to despatch the Prospectus Documents to the Qualifying Shareholders on the Posting Date. The Company will, to the extent reasonably practicable, despatch the Prospectus to the Non-Qualifying Shareholders, if any, for their information only. No PAL or EAF will be despatched to the Non-Qualifying Shareholders.

### **CHANGE IN BOARD LOT SIZE**

The Board proposes that the board lot size of the Shares for trading on the Stock Exchange will be changed from 10,000 Shares to 20,000 Shares with effect from 9:00 a.m. on Friday, 2 December 2011. No parallel trading of the Shares or exchange of certificates will be provided.

The change in board lot size and the Rights Issue are not inter-conditional to each other.

### **PROPOSED RIGHTS ISSUE**

On 11 October 2011, the Company and the Underwriter entered into the Underwriting Agreement in relation to the underwriting arrangements in respect of the proposed Rights Issue.

#### **Issue statistics**

Basis of the Rights Issue	:	two Rights Shares for every Share held on the Record Date
Number of Shares in issue as at the date of this announcement	:	431,189,338 Shares

- Number of Rights Shares : not less than 862,378,676 Rights Shares (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date) and not more than 1,121,092,276 Rights Shares (assuming no repurchase of Shares, further issue of new Shares upon full utilisation of the Issue Mandate and full exercise of the subscription rights attaching to the Options that may be granted under the Share Option Scheme pursuant to the scheme mandate limit refreshed on 30 June 2011 on or before the Record Date) (*Note*)
- Subscription Price : HK\$0.10 per Rights Share with nominal value of HK\$0.01 each

*Note:*

As at the date of this announcement, the Company has no outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

Assuming further issue of new Shares upon full utilisation of the Issue Mandate and full exercise of the subscription rights attaching to the Options that may be granted under the Share Option Scheme pursuant to the scheme mandate limit refreshed on 30 June 2011 on or before the Record Date, a total of 86,237,867 and 43,118,933 new Shares respectively may fall to be issued. Accordingly, an additional 258,713,600 Rights Shares would be issued, in which case the maximum number of Rights Shares that may be issued by the Company pursuant to the Rights Issue will increase to 1,121,092,276.

Assuming no further issue of new Shares or repurchase of Shares on or before the Record Date, the 862,378,676 nil-paid Rights Shares proposed to be provisionally allotted represent 200% of the Company's issued share capital as at the date of this announcement and 66.67% of the Company's issued share capital as enlarged by the issue of the 862,378,676 Rights Shares.

### **Qualifying Shareholders**

The Company will send the Prospectus Documents to Qualifying Shareholders only. To qualify for the Rights Issue, a Shareholder must:

1. be registered as a member of the Company at the close of business on the Record Date; and
2. be a Qualifying Shareholder.

In order to be registered as members of the Company at the close of business on the Record Date, owners of Shares must lodge any transfers of Shares (together with the relevant share certificates) with the Company's share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong for registration by no later than 4:30 p.m. on Thursday, 24 November 2011.

### **Closure of register of members**

The register of members of the Company will be closed from Friday, 25 November 2011 to Thursday, 1 December 2011, both days inclusive. No transfer of Shares will be registered during this period.

### **Rights of Overseas Shareholders**

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

As at the date of this announcement, there are two Shareholders whose addresses as shown on the register of members are in Macau. In compliance with the necessary requirements of the Listing Rules, the Company will make enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders. If, based on legal opinions, the Directors consider that it is necessary or expedient not to offer the Rights Shares to the Overseas Shareholders on account either of the legal restrictions under the laws of the relevant place(s) or the requirements of the relevant regulatory body or stock exchange in that (those) place(s), the Rights Issue will not be extended to such Overseas Shareholders. Further information in this connection will be set out in the Prospectus Documents containing, among other things, details of the Rights Issue, to be despatched to the Qualifying Shareholders as soon as practicable. The Company will send copies of the Prospectus to the Non-Qualifying Shareholders for their information only, but will not send any PAL and EAF to them.

Arrangements will be made for Rights Shares which would otherwise have been provisionally allotted to the Non-Qualifying Shareholders to be sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, of more than HK\$100 will be paid pro rata to the Non-Qualifying Shareholders. The Company will retain individual amounts of HK\$100 or less for the benefit of the Company. Any unsold entitlement of Non-Qualifying Shareholders, together with any Rights Shares provisionally allotted but not accepted, will be made available for excess application on EAFs by the Qualifying Shareholders.

### **Subscription Price**

The Subscription Price is HK\$0.10 per Rights Share, payable in full upon acceptance of the relevant provisional allotment of Rights Shares and, where applicable, application for excess Rights Shares under the Rights Issue or when a transferee of nil-paid Rights Shares applies for the Rights Shares.

The Subscription Price represents:

- (a) a discount of approximately 45.95% to the closing price of HK\$0.185 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 47.09% to the average closing price of approximately HK\$0.189 per Share for the five consecutive trading days ended on the Last Trading Day; and

- (c) a discount of approximately 21.88% to the theoretical ex-rights price of approximately HK\$0.128 per Share based on the closing price of HK\$0.185 per Share as quoted on the Stock Exchange on the Last Trading Day.

The Subscription Price was determined after arm's length negotiations between the Company and the Underwriter with reference to the market price of the Shares under the prevailing market conditions. The Directors (including the independent non-executive Directors) consider the terms of the Rights Issue, including the Subscription Price which has been set as a discount to the closing price of the Shares on the Last Trading Day with an objective to encourage existing Shareholders to take up their entitlements so as to participate in the potential growth of the Company, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole. The net price per Rights Share upon full acceptance of the relevant provisional allotment of Rights Shares (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date) will be approximately HK\$0.094.

#### **Basis of provisional allotment**

The basis of the provisional allotment shall be two Rights Shares for every Share in issue and held at the close of business on the Record Date, being not less than 862,378,676 Rights Shares and not more than 1,121,092,276 Rights Shares at the Subscription Price payable in full on acceptance and otherwise on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents. Application for all or any part of a Qualifying Shareholder's provisional allotment should be made by completing the PAL and lodging the same with a remittance for the Rights Shares being applied for.

#### **Fractions of Rights Shares**

On the basis of provisional allotment of two Rights Shares for every Share held by the Qualifying Shareholders at the close of business on the Record Date, no fractional entitlements to the Rights Shares will arise under the Rights Issue.

#### **Status of the Rights Shares**

The Rights Shares, when allotted, issued and fully paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Rights Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Rights Shares in their fully-paid form.

#### **Application for excess Rights Shares**

Qualifying Shareholders may apply, by way of excess application, for any unsold entitlements of the Non-Qualifying Shareholders and for any Rights Shares provisionally allotted but not accepted. Applications for excess Rights Shares may be made by completing the EAFs and lodging the same with a separate remittance for the excess Rights Shares being applied for. The Directors will allocate the excess Rights Shares at their discretion on a fair and equitable basis on the following principles:



- (1) preference will be given to applications for less than a board lot of Rights Shares where they appear to the Directors that such applications are made to round up odd-lot holdings to whole-lot holdings and that such applications are not made with the intention to abuse this mechanism; and
- (2) subject to availability of excess Rights Shares after allocation under principle (1) above, the excess Rights Shares will be allocated to the Qualifying Shareholders based on a sliding scale with reference to the number of the excess Rights Shares applied by them (i.e. Qualifying Shareholders applying for a smaller number of Rights Shares are allocated with a higher percentage of successful application but will receive a lesser number of Rights Shares; whereas Qualifying Shareholders applying for a larger number of Rights Shares are allocated with a smaller percentage of successful application but will receive a higher number of Rights Shares), and with board lot applications to be made on a best effort basis.

Investors with their Shares held by a nominee company should note that the Board will regard the nominee company as a single Shareholder according to the register of members of the Company. Accordingly, the Shareholders should note that the aforesaid arrangement in relation to the allocation of the excess Rights Shares will not be extended to beneficial owners individually. Investors with their Shares held by a nominee company are advised to consider whether they would like to arrange for the registration of the relevant Shares in the name of the beneficial owner(s) prior to the Record Date.

Investors whose Shares are held by their nominee(s) and who would like to have their names registered on the register of members of the Company at the close of business on the Record Date, must lodge all necessary documents with the Registrar for completion of the relevant registration by 4:30 p.m. on Thursday, 24 November 2011.

### **Share certificates and refund cheques for Rights Issue**

Subject to the fulfillment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Friday, 23 December 2011. Refund cheques in respect of wholly or partially unsuccessful applications for excess Rights Shares (if any) are expected to be posted on or before Friday, 23 December 2011 by ordinary post to the applicants at their own risk.

### **Application for listing**

The Company will apply to the Listing Committee of the Stock Exchange for the listing of and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be issued and allotted pursuant to the Rights Issue.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Rights Shares in both their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in both their nil-paid and fully-paid forms on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Both nil-paid Rights Shares and fully-paid Rights Shares will be traded in board lots of 20,000 Shares.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms, which are registered in the register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

### **Conditions of the Rights Issue**

The Rights Issue is conditional upon the following conditions being fulfilled or waived (as appropriate):

1. the passing of the relevant resolution by the Independent Shareholders approving the Rights Issue at the EGM in accordance with the Listing Rules;
2. the signing by or on behalf of all of the Directors of one printed copy of each of the Prospectus Documents and the certification by all Directors (or by their agents duly authorised in writing) in the manner as mentioned in the Underwriting Agreement of two copies of each of the Prospectus Documents;
3. the delivery of one such signed copy of each of the Prospectus Documents to the Underwriter;
4. the delivery to the Stock Exchange and filing and registration with the Registrar of Companies in Hong Kong respectively of one copy of each of the Prospectus Documents duly certified by two Directors (or by their agents duly authorised in writing) in compliance with the Companies Ordinance (and all other documents required to be attached thereto) and otherwise complying with the requirements of the Companies Ordinance and the Listing Rules;
5. the posting of copies of the Prospectus Documents to the Qualifying Shareholders;
6. compliance by the Company with all its obligations under the Underwriting Agreement;



7. the Listing Committee of the Stock Exchange (a) agreeing to grant the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms either unconditionally or subject to such conditions which the Underwriter, in its reasonable opinion, accept and the subsequent satisfaction of such conditions (if any); and (b) not having withdrawn or revoked such listing and permission on or before 4:00 p.m. on the Settlement Date; and
8. the Underwriter not terminating the Underwriting Agreement in accordance with the terms set out in the Underwriting Agreement.

In the event that the above conditions have not been satisfied and/or waived in whole or in part by the Underwriter on or before 4:00 p.m. on 31 January 2012 (or such later date as the Underwriter and the Company may agree in writing), all liabilities of the parties to the Underwriting Agreement shall cease and determine and no party shall have any claim against the other parties save for any antecedent breach of the Underwriting Agreement and the Rights Issue will not proceed.

## **UNDERWRITING ARRANGEMENTS**

### **The Underwriting Agreement**

The principal terms and conditions of the Underwriting Agreement are summarised as below:

Date	:	11 October 2011
Underwriter	:	Freeman Securities Limited
Total number of Rights Shares being underwritten by the Underwriter	:	The Underwriter has conditionally agreed pursuant to the Underwriting Agreement to underwrite the Rights Shares not subscribed by the Qualifying Shareholders on a fully underwritten basis to a maximum extent, being not less than 862,378,676 Rights Shares and not more than 1,121,092,276 Rights Shares, subject to the terms and conditions of the Underwriting Agreement
Commission	:	3% of the aggregate Subscription Price of the Underwritten Shares as determined on the Record Date

The underwriting commission was determined after arm's length negotiations between the Company and the Underwriter with reference to the prevailing market rate. The Directors (including the independent non-executive Directors) consider that the terms of the Underwriting Agreement (including the underwriting commission) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **Termination of the Underwriting Agreement**

The Underwriter shall have the right to terminate the arrangements set out in the Underwriting Agreement by notice in writing given to the Company at any time prior to 4:00 p.m. on the third Business Day after the Acceptance Date, if:

- (i) the occurrence of the following events would, in the reasonable opinion of the Underwriter, materially and adversely affect the business, financial or trading position or prospects of the Group as a whole or otherwise makes it inexpedient or inadvisable for the Company or the Underwriter to proceed with the Rights Issue:
  - (a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever;
  - (b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic, currency or other nature (whether or not sui generis with any of the foregoing or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict); or
  - (c) the occurrence of any change in market conditions or combination of circumstances in Hong Kong (including without limitation suspension or material restriction on trading in securities);
- (ii) any change occurs in the circumstances of the Company or any member of the Group which would materially and adversely affect the prospects of the Group as a whole;
- (iii) the Company commits any breach of or omits to observe any of the obligations or undertakings expressed to be assumed by it under the Underwriting Agreement;
- (iv) the Underwriter shall receive notification pursuant to the Underwriting Agreement or shall otherwise become aware of, the fact that any of the representations or warranties contained in the Underwriting Agreement was, when given, untrue or inaccurate or would in any respect be untrue or inaccurate if repeated as provided in the Underwriting Agreement and the Underwriter shall in its reasonable opinion determine that any such untrue representation or warranty represents or is likely to represent a material and adverse change in the business, financial or trading position or prospects of the Group as a whole or is otherwise likely to have a material and adverse effect on the Rights Issue; or

- (v) the Company shall, after any matter or event referred to in the Underwriting Agreement has occurred or come to the attention of the Underwriter, fail promptly to send out any announcement or circular (after the despatch of the Prospectus Documents), in such manner (and as appropriate with such contents) as the Underwriter may reasonably request for the purpose of preventing the creation of a false market in the securities of the Company.

**Upon the giving of such notice, all obligations of the Underwriter under the Underwriting Agreement shall cease and determine (save for any antecedent breaches thereof) and no party to the Underwriting Agreement shall have any claim against any other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement. If the Underwriter exercises such right, the Rights Issue will not proceed.**

**WARNING OF THE RISKS OF DEALING IN SHARES AND RIGHTS SHARES**

**The Rights Issue is conditional, inter alia, upon the fulfillment of the conditions set out under the section headed “Conditions of the Rights Issue” of this announcement. In particular, the Rights Issue is subject to the Underwriter not terminating the Underwriting Agreement in accordance with the terms set out therein. Accordingly, the Rights Issue may or may not proceed. Any Shareholders or other persons contemplating selling or purchasing Shares and/or nil-paid Rights Shares up to the date when the conditions of the Rights Issue are fulfilled will bear the risk that the Rights Issue could not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.**

**EXPECTED TIMETABLE**

The expected timetable of the Rights Issue and the proposed change in board lot size is as follows:

- Publication of the announcement regarding the Rights Issue . . . . . Tuesday, 11 October 2011
- Despatch of the circular and proxy form of EGM . . . . . Wednesday, 2 November 2011
- Latest time for lodging proxy form of EGM (not less than 48 hours prior to time of EGM) . . . . . 9:00 a.m. on Saturday, 19 November 2011
- Expected date and time of EGM . . . . . 9:00 a.m. on Monday, 21 November 2011
- Announcement of results of EGM . . . . . Monday, 21 November 2011
- Last day of dealings in the Shares on cum-rights basis . . . . Tuesday, 22 November 2011

Ex-date (the first day of dealings in the Shares  
on ex-rights basis) . . . . . Wednesday, 23 November 2011

Latest time for lodging transfers of  
Shares in order to qualify for  
the Rights Issue . . . . . 4:30 p.m. on Thursday, 24 November 2011

Register of members closes . . . . . Friday, 25 November 2011  
(both days inclusive) . . . . . to Thursday, 1 December 2011

Record Date . . . . . Thursday, 1 December 2011

Register of members to be re-opened . . . . . Friday, 2 December 2011

Prospectus Documents to be posted . . . . . Friday, 2 December 2011

Change of board lot size from  
10,000 Shares to 20,000 Shares . . . . . 9:00 a.m. on Friday, 2 December 2011

Designated brokers starts to stand in the  
market to provide matching services  
for sale and purchase of odd lots of Shares . . . 9:00 a.m. on Friday, 2 December 2011

First day of dealings in nil-paid Rights Shares . . . . . Tuesday, 6 December 2011

Latest time for splitting of  
nil-paid Rights Shares . . . . . 4:30 p.m. on Thursday, 8 December 2011

Last day of dealings in nil-paid Rights Shares . . . . . Tuesday, 13 December 2011

Latest time for acceptance and payment for  
Rights Shares and application for excess  
Rights Shares . . . . . 4:00 p.m. on Friday, 16 December 2011

Latest time for the termination of  
the Underwriting Agreement . . . . . 4:00 p.m. on Wednesday, 21 December 2011

Announcement of allotment results . . . . . Thursday, 22 December 2011

Designated brokers ceases to stand in the market  
to provide matching services for sale  
and purchase of odd lots of Shares . . . . . 4:00 p.m. on Thursday, 22 December 2011

Despatch of certificates for fully-paid  
Rights Shares and refund cheques . . . . . Friday, 23 December 2011

Expected first date of dealings in  
fully-paid Rights Shares . . . . . Thursday, 29 December 2011

All times specified in this announcement refer to Hong Kong times. Dates stated in this announcement for events mentioned in the timetable are indicative only and may be extended or varied. Any changes to the expected timetable for the Rights Issue will be announced as appropriate in accordance with the Listing Rules.

## SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company assuming that there is no change in the shareholding structure of the Company from the date of this announcement to immediately after completion of the Rights Issue save pursuant to further issue of new Shares upon the exercise of subscription rights attaching to the Options that may be granted under the Share Option Scheme and the utilisation of the Issue Mandate or repurchase of Shares.

### Scenario 1:

Assuming no further issue of new Shares or repurchase of Shares on or before the Record Date:

Shareholders	As at the date of this announcement		Immediately after completion of the Rights Issue assuming all Qualifying Shareholders take up their respective allotment of Rights Shares in full		Immediately after completion of the Rights Issue assuming no Qualifying Shareholders takes up any of the Rights Shares and the Underwriter takes up the Rights Shares to the maximum extent	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
CHOI Ka Wing (Note 1)	1,253,250	0.29	3,759,750	0.29	1,253,250	0.09
Freeman Financial Corporation Limited (Note 2)	45,354,000	10.52	136,062,000	10.52	45,354,000	3.51
Underwriter (Note 3)	–	–	–	–	862,378,676	66.67
Public Shareholders	384,582,088	89.19	1,153,746,264	89.19	384,582,088	29.73
<b>Total</b>	<b>431,189,338</b>	<b>100.00</b>	<b>1,293,568,014</b>	<b>100.00</b>	<b>1,293,568,014</b>	<b>100.00</b>

## Scenario 2:

Assuming no repurchase of Shares, further issue of new Shares upon full utilisation of the Issue Mandate and full exercise of the subscription rights attaching to the Options that may be granted under the Share Option Scheme pursuant to the scheme mandate limit refreshed on 30 June 2011 on or before the Record Date:

Shareholders	As at the date of this announcement		Assuming no repurchase of Shares, further issue of new Shares upon full utilisation of the Issue Mandate and full exercise of the subscription rights attaching to the Options that may be granted under the Share Option Scheme on or before the Record Date		Immediately after completion of the Rights Issue assuming all Qualifying Shareholders take up their respective allotment of rights shares in full		Immediately after completion of the Rights Issue assuming no Qualifying Shareholders takes up any of the Rights Shares and the Underwriter takes up the Rights Shares to the maximum extent	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
CHOI Ka Wing (Note 1)	1,253,250	0.29	1,253,250	0.22	3,759,750	0.22	1,253,250	0.07
Freeman Financial Corporation Limited (Note 2)	45,354,000	10.52	45,354,000	8.09	136,062,000	8.09	45,354,000	2.70
Underwriter (Note 3)	-	-	-	-	-	-	1,121,092,276	66.67
Holders of Shares issued under the Share Option Scheme	-	-	43,118,933	7.69	129,356,799	7.69	43,118,933	2.56
Holders of Shares issued under the Issue Mandate	-	-	86,237,867	15.39	258,713,601	15.39	86,237,867	5.13
Public Shareholders	384,582,088	89.19	384,582,088	68.61	1,153,746,264	68.61	384,582,088	22.87
<b>Total</b>	<b>431,189,338</b>	<b>100.00</b>	<b>560,546,138</b>	<b>100.00</b>	<b>1,681,638,414</b>	<b>100.00</b>	<b>1,681,638,414</b>	<b>100.00</b>

### Notes:

- Ms. CHOI Ka Wing is an executive Director.
- Freeman Financial Corporation Limited, which indirectly wholly-owns the Underwriter, is a substantial Shareholder of the Company as at the date of this announcement. Accordingly, the interests of the Underwriter will be deemed to be interests of Freeman under the SFO.
- The Underwriter undertakes with the Company that (i) it shall use all reasonable endeavours to procure that each of the subscribers or purchasers of Underwritten Shares procured by it under the Underwriting Agreement shall be third party independent of, not acting in concert with and not connected with the Directors, chief executive or substantial Shareholders (within the meaning of the Listing Rules) of the Company or their respective associates; (ii) it will, and will cause sub-



underwriters to, procure independent places take up such number of Rights Shares (a) as necessary to ensure that the public float requirements under Rule 8.08 of the Listing Rules are complied with by the Company and (b) such that each of them shall not, together with party(ies) acting in concert with each of them, hold 29.9% or more of the voting rights of the Company upon completion of the Rights Issue.

## **REASONS FOR AND BENEFITS OF THE PROPOSED RIGHTS ISSUE 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.

The Underwriter is a company incorporated in Hong Kong with limited liability. The entire issued share capital of the Underwriter is indirectly wholly-owned by Freeman, which is a substantial Shareholder of the Company as at the date of this announcement. The Underwriter is principally engaged in the provision of securities brokerage services (including underwriting services).

The gross proceeds from the Rights Issue will be not less than approximately HK\$86.24 million (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date) but not more than approximately HK\$112.11 million (assuming no repurchase of Shares, full utilisation of the Issue Mandate and full exercise of the subscription rights attaching to the maximum number of Options which may be granted on or before the Record Date). The estimated net proceeds from the Rights Issue will be not less than approximately HK\$81.15 million (assuming no further issue of new Shares or repurchase of Shares on or before the Record Date) but not more than approximately HK\$106.25 million (assuming no repurchase of Shares, full utilisation of the Issue Mandate and full exercise of the subscription rights attaching to the maximum number of Options which may be granted on or before the Record Date) which are intended to be used as the general working capital of the Group and for future investments pursuant to the investment objectives of the Company.

The Board considers that it is prudent to finance the Group's long-term growth by long-term financing, preferably in the form of equity which will not increase the Group's finance costs. The Board considers that the Rights Issue will enable the Group to strengthen its capital base and to enhance its financial position for future strategic investments as and when opportunities arise. The Rights Issue will give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and to continue to participate in the future development of the Group. Accordingly, the Board considers that fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole.

## FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE 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>
27 July 2010	Rights issue of 375,723,856 rights shares on the basis of eight rights shares for every adjusted share held by qualifying shareholders on 1 December 2010 which was completed on 23 December 2010	HK\$129.57 million	For future investments pursuant to the investment objectives of the Company	Used as intended
29 March 2011	Subscription of 8,500,000 new Shares which was completed on 11 April 2011	HK\$2.49 million	For the general working capital of the Group	Used as intended

Save as abovementioned, the Company had not conducted any other fund raising activities in the past twelve months immediately preceding the date of this announcement.

### CHANGE IN BOARD LOT SIZE

The Shares are currently traded in board lots of 10,000 Shares and the market value per board lot of the Shares is HK\$1,850 (based on the closing price of HK\$0.185 per Share as quoted on the Stock Exchange on the Last Trading Day). The value of each board lot of Shares is expected to decrease further after commencement of dealing in the Shares on an ex-rights basis. In order to increase the value of each board lot of the Shares, as well as to reduce transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposes that the board lot size of the Shares for trading on the Stock Exchange be changed from 10,000 Shares to 20,000 Shares with effect from 9:00 a.m. on Friday, 2 December 2011. No parallel trading of the Shares or exchange of certificates will be provided. Assuming the change in board lot size becomes effective, the Shares will be traded in board lots of 20,000 Shares and the estimated market value per board lot of Shares will be HK\$3,700 (based on the closing price of HK\$0.185 per Share as quoted on the Stock Exchange on the Last Trading Day). Accordingly, the Directors consider that the proposed change in board lot size is in the interest of the Company and the Shareholders as a whole.

The change in board lot size and the Rights Issue are not inter-conditional to each other.

## **ODD LOT ARRANGEMENTS AND MATCHING SERVICES**

In order to alleviate the difficulties arising from the existence of odd lots of the Shares, the Company has appointed Freeman Securities Limited, as an agent to provide matching services, on a best effort basis, for the sales and purchase of odd lots of the Shares during the period from Friday, 2 December 2011 to Thursday, 22 December 2011 (both dates inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Lau Siu Fai of Freeman Securities Limited at Room 1601, 16th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong during office hours of such period.

**Shareholders should note that successful matching of the sale and purchase of odd lots of Shares are not guaranteed and will depend on there being adequate amounts of odd lots of the Shares available for such matching. If you are in any doubt as to the above arrangements, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.**

## **IMPLICATIONS UNDER THE LISTING RULES**

As at the date of this announcement, to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, Freeman holds 45,354,000 Shares, representing 10.52% of the entire issued share capital of the Company. The Underwriter is an indirect wholly-owned subsidiary of Freeman, which is a substantial Shareholder of the Company. The Underwriter is therefore a connected person of the Company under Chapter 14A of the Listing Rules.

Accordingly, the transactions contemplated under the Underwriting Agreement (including the Commission Payment) constitutes a connected transaction under Chapter 14A of the Listing Rules. The issue of the Rights Shares to the Underwriter under the Rights Issue is exempt from the reporting, announcement and Independent Shareholders' approval requirements pursuant to Rules 14A.31(3)(a) and (c) of the Listing Rules. As the maximum underwriting commission to be received by the Underwriter pursuant to the Underwriting Agreement is approximately HK\$3.4 million and the relevant percentage ratios (other than the profits ratio) as defined in the Listing Rules are less than 25% and the total underwriting commission is less than HK\$10,000,000, the Commission Payment constitutes a connected transaction that is only subject to the reporting and announcement requirements but is exempt from Shareholders' approval requirements under Chapter 14A of the Listing Rules.

None of the Directors has a material interest in the Underwriting Agreement and none of them has abstained from voting on the board resolutions.

An independent board committee of the Company comprising all the independent non-executive Directors will be appointed to make recommendations to the Independent Shareholders in respect of the Rights Issue. An independent financial adviser will be appointed to advise the independent board committee of the Company and the Independent Shareholders in this regard.

In compliance with Rule 7.19(6) of the Listing Rules, the Rights Issue is conditional on the approval of the Independent Shareholders by way of poll at the EGM. The Company does not have any controlling Shareholder. As at the date of this announcement, CHOI Ka Wing, being an executive Director who holds 1,253,250 Shares (representing approximately 0.29% of the entire issued share capital of the Company), and her associates will abstain from voting in favour of the proposed resolution approving the Rights Issue at the EGM in compliance with Rule 7.19(6) of the Listing Rules.

## **GENERAL**

A circular containing, among other things, (i) further details of the Rights Issue; (ii) a letter of recommendation from the independent board committee of the Company to the Independent Shareholders in respect of the proposed Rights Issue; (iii) a letter of advice from the independent financial adviser to the independent board committee of the Company and the Independent Shareholders on the proposed Rights Issue; and (iv) notice convening the EGM, will be despatched to the Shareholders on or before 2 November 2011.

Subject to the approval of the Rights Issue by the Independent Shareholders at the EGM, the Company expects to despatch the Prospectus Documents to the Qualifying Shareholders on the Posting Date. The Company will, to the extent reasonably practicable, despatch the Prospectus to the Non-Qualifying Shareholders, if any, for their information only. No PAL or EAF will be despatched to the Non-Qualifying Shareholders.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Acceptance Date”	16 December 2011 (or such other date as the Underwriter may agree in writing with the Company as the latest date for acceptance of, and payment for, Rights Shares and application and payment for excess Rights Shares)
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors

“Business Day”	a day on which banks in Hong Kong are generally open for business (other than a Saturday or Sunday and any day on which a tropical cyclone warning No. 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon or on which a “black” rainstorm warning signal is hoisted or remains in effect between 9:00 a.m. and 12:00 noon and is not discontinued at or before 12:00 noon)
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Commission Payment”	the payment of the underwriting commission by the Company to the Underwriter under the Underwriting Agreement
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“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 under the Listing Rules
“Director(s)”	director(s) of the Company
“EAF(s)”	the form(s) of application for use by the Qualifying Shareholders who wish to apply for excess Rights Shares, being in such usual form as may be agreed between the Company and the Underwriter
“EGM”	the extraordinary general meeting of the Company expected to be held at 9:00 a.m. on Monday, 21 November 2011 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong to consider and, if thought fit, approve the Rights Issue
“Freeman”	Freeman Financial Corporation Limited (stock code: 279), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange

“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Shareholders”	any Shareholder other than controlling Shareholders and their associates or, where there are no controlling Shareholders, any Shareholder other than directors (excluding independent non-executive directors) and the chief executive of the Company and their respective associates
“Issue Mandate”	the general mandate granted to the Directors to allot, issue and deal with the Shares up to a maximum of 20% of the aggregate amount of the share capital of the Company in issue as at the date of annual general meeting of the Company held on 30 June 2011
“Last Trading Day”	11 October 2011, being the date of the Underwriting Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Non-Qualifying Shareholders”	those Overseas Shareholders whom the Directors, based on legal opinions provided by the Company’s legal advisers, consider it necessary or expedient not to offer the Rights Shares to such Shareholders on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place
“Option(s)”	the option(s) to subscribe for Shares under the Share Option Scheme
“Overseas Shareholder(s)”	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is (are) outside Hong Kong



“PAL(s)”	the renounceable provisional allotment letter(s) proposed to be issued to the Qualifying Shareholders in connection with the Rights Issue, being in such usual form as may be agreed between the Company and the Underwriter
“Posting Date”	2 December 2011 or such other date as the Underwriter may agree in writing with the Company, as the expected date of despatch of the Prospectus Documents to the Qualifying Shareholders or the Prospectus to the Non-Qualifying Shareholders for information only (as the case may be)
“Prospectus”	the prospectus to be despatched to Shareholders containing details of the Rights Issue
“Prospectus Documents”	the Prospectus, PAL and EAF
“Qualifying Shareholders”	Shareholders, other than the Non-Qualifying Shareholders
“Record Date”	1 December 2011 (or such other date as the Underwriter may agree in writing with the Company), as the date by reference to which entitlements to the Rights Issue are expected to be determined
“Registrar”	the share registrar of the Company in Hong Kong, being Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong
“Rights Issue”	the proposed issue by way of rights on the basis of two Rights Shares for every Share in issue and held on the Record Date at the Subscription Price on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents
“Rights Shares”	Shares to be issued and allotted under the Rights Issue, being not less than 862,378,676 Shares and not more than 1,121,092,276 Shares
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Settlement Date”	21 December 2011, being the third Business Day following the Acceptance Date (or such other time or date as the Underwriter and the Company may agree in writing)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 2 May 2003
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription Price”	HK\$0.10 per Rights Share
“Underwriter”	Freeman Securities Limited, a corporation licensed to carry out business in type 1 (dealing in securities) regulated activities under the SFO and is the Underwriter of the Rights Issue
“Underwriting Agreement”	the underwriting agreement dated 11 October 2011 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue
“Underwritten Shares”	not less than 862,378,676 Rights Shares and not more than 1,121,092,276 Rights Shares underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement
“%” 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, 11 October 2011

As at the date of this announcement, the board of the Company comprises the following Directors:

*Executive Directors:*

Mr. KITCHELL Osman Bin  
*(Chairman and Chief Executive Officer)*  
Mr. CHAN Yin, David *(Vice Chairman)*  
Ms. DAVIS Angela Hendricks  
Ms. CHOI Ka Wing

*Independent non-executive Directors:*

Mr. CHUNG Kong Fei, Stephen  
Mr. TSANG Wing Ki  
Mr. NGAI Wai Kin