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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE AND CONNECTED TRANSACTION

Placing Agent

CHUNG NAM SECURITIES LIMITED

PLACING OF A MAXIMUM OF 32,339,200 NEW SHARES UNDER GENERAL MANDATE

The Board announced that on 19 November 2012, after trading hours, the Placing Agent and the Company entered into the Placing Agreement whereby the Company agreed to place, through the Placing Agent, on a best effort basis, a maximum of 32,339,200 new Shares to not less than six independent Placees, at a price of HK\$0.55 per Placing Share.

The maximum of 32,339,200 Placing Shares under the Placing represent approximately (i) 20% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue of a maximum of 32,339,200 Placing Shares.

The Placing Price of HK\$0.55 per Placing Share represent (i) a premium of approximately 12.24% to the closing price of the Shares of HK\$0.49 quoted on the Stock Exchange on 19 November 2012, being the date of the Placing Agreement; and (ii) a discount of approximately 17.42% to the average closing price of the Shares of approximately HK\$0.666 quoted on the Stock Exchange for the last five consecutive trading days immediately prior to 16 November 2012.

The gross proceeds from the Placing will be up to approximately HK\$17.79 million and the net proceeds from the Placing will be up to approximately HK\$16.50 million. The Company intends to use the net proceeds as a general working capital of the Group and for future investment pursuant to the investment objectives of the Company.

The Placing Shares are to be issued under the General Mandate granted to the Directors at the annual general meeting of the Company held on 20 June 2012.

The Placing is not subject to Shareholders' approval as the Placing Shares will be issued under the General Mandate.

Completion of the Placing is subject to the satisfaction of the conditions precedent in the Placing Agreement.

As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares of the Company.

IMPLICATIONS UNDER THE LISTING RULES

CUIM is the investment manager of the Company and thus a connected person of the Company under Rule 21.13 of the Listing Rules. The Placing Agent, Chung Nam Securities Limited, is a fellow subsidiary of CUIM. Accordingly, the Placing Agent (being an associate of a substantial shareholder of CUIM and is therefore a connected person of CUIM) is also regarded as a connected person of the Company under Rule 21.13 of the Listing Rules.

Accordingly, the transaction contemplated under the Placing Agreement (including the payment of the Placing commission) constitutes a connected transaction under Chapter 14A of the Listing Rules. The Placing Agent has given an undertaking to the Company that the Placing Agent will not subscribe for any of the Placing Shares on its own account. Under the Placing Agreement, the maximum Placing commission to be received by the Placing Agent is approximately HK\$534,000. As the relevant percentage ratios as defined in the Listing Rules are less than 5% and the maximum Placing commission is less than HK\$1,000,000, the payment of the Placing commission is exempt from reporting, announcement and independent Shareholders' approval requirements under Rule 14A.31(2)(c) of the Listing Rules.

THE PLACING

The Board announced that on 19 November 2012, after trading hours, the Placing Agent and the Company entered into the Placing Agreement whereby the Company agreed to place, through the Placing Agent, on a best effort basis, a maximum of 32,339,200 new Shares to not less than six independent Placees, at a price of HK\$0.55 per Placing Share.

The Placing Agreement

Date: 19 November 2012

Issuer: The Company

Placing Agent and Placees:

CUIM is the investment manager of the Company and thus a connected person of the Company under Rule 21.13 of the Listing Rules. The Placing Agent, Chung Nam Securities Limited, is a fellow subsidiary of CUIM. Accordingly, the Placing Agent (being an associate of a substantial shareholder of CUIM and is therefore a connected person of CUIM) is also regarded as a connected person of the Company under Rule 21.13 of the Listing Rules.

The Placing Shares will be placed to not less than six Placees, who and whose ultimate beneficial owners are not connected person of the Company and are third parties independent of and not connected with the Company and its connected persons. Under the Placing Agreement, the Placing Agent has undertaken to use its best endeavour to ensure that none of the Placees will become substantial Shareholder (as defined in the Listing Rules) immediately after the Placing.

Number of Placing Shares:

Pursuant to the Placing Agreement, the Placing Agent agreed to procure, on a best effort basis, not less than six Placees to subscribe for a maximum of 32,339,200 Placing Shares at the Placing Price. The maximum of 32,339,200 Placing Shares represent approximately (i) 20% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the issued share capital of the Company as enlarged by the issue of a maximum of 32,339,200 Placing Shares. The aggregate nominal value of the maximum number of 32,339,200 Placing Shares is HK\$323,392.

Ranking of Placing Shares:

The Placing Shares under the Placing will rank, upon issue, *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Placing Shares.

Placing Price:

The Placing Price of HK\$0.55 per Placing Share represents (i) a premium of approximately 12.24% to the closing price of the Shares of HK\$0.49 quoted on the Stock Exchange on 19 November 2012, being the date of the Placing Agreement; and (ii) a discount of approximately 17.42% to the average closing price of the Shares of approximately HK\$0.666 quoted on the Stock Exchange for the last five consecutive trading days immediately prior to 16 November 2012.

The net placing price for the Placing is approximately HK\$0.51 per Share.

The Placing Price was negotiated on arm's length basis between the Company and the Placing Agent with reference to current market price of the Shares. The Directors consider that the terms of the Placing are fair and reasonable and the Placing is in the interests of the Company and the Shareholders as a whole.

Placing commission payable to the Placing Agent:

The Placing Agent will receive a placing commission calculated as 3% of the amount equal to the Placing Price multiplied by the actual number of the Placing Shares.

Conditions of the Placing Agreement:

Completion of the Placing Agreement is conditional upon the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Placing Shares.

If the conditions are not fulfilled on or prior to 31 December 2012 (or such later date as the Company and the Placing Agent shall agree in writing), the Placing Agreement and all the obligations thereunder will cease and terminate and no party shall have any claim against any other party in respect of any matter arising out of or in connection with the Placing Agreement except for any breach arising prior to such termination.

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.

Termination and force majeure events:

The Placing Agreement may be terminated by the Placing Agent if at any time prior to 10:00 a.m. on the date of completion for the Placing Agreement, in the absolute opinion of the Placing Agent the success of the Placing or the business or financial prospects of the Group would or might be adversely affected by:

- (i) any material breach of any of the representations and warranties under the Placing Agreement; or
- (ii) any of the following events:
 - (a) the introduction of any new law or regulation or any change in existing laws or regulations or change in the interpretation or application thereof; or
 - (b) the occurrence of any event, development or change (whether or not local, national or international or forming part of a series of events or changes occurring or continuing before, on and/or after the date hereof and including an event or change in relation to or a development of an existing state of affairs) of a political, military, industrial, financial, economic or other nature, whether or not sui generis with any of the foregoing, resulting in a material adverse change in, or which might be expected to result in a material adverse change in, political, economic or stock market conditions; or
 - (c) the imposition of any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange occurring due to exceptional financial circumstances or otherwise; or
 - (d) a change or development involving a prospective change in taxation in Hong Kong, the Cayman Islands or the People's Republic of China or the implementation of exchange controls which shall or might materially and adversely affect the Group (as a whole) or its present or prospective shareholders in their capacity as such; or
 - (e) any change or deterioration in the conditions of local, national or international securities markets occurs.

General Mandate:

The Placing Shares will be allotted and issued under the General Mandate.

Up to the date of this announcement, no new Shares have been allotted and issued under the General Mandate. The Placing Shares to be allotted and issued will utilise the full capacity of the General Mandate.

Completion:

Completion of the Placing shall take place on the second Business Day upon the fulfillment of the conditions of the Placing (or such other time or date as the Company and the Placing Agent shall agree in writing).

The Placing may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares of the Company.

REASONS FOR THE PLACING AND USE OF PROCEEDS

The Company was incorporated in the Cayman Islands with limited liability. The Company is an investment holding company and its subsidiaries are principally engaged in listed and unlisted investments in Hong Kong and in other main stock markets around the world and also in unlisted companies.

The gross proceeds from the Placing will be up to approximately HK\$17.79 million and the net proceeds from the Placing (after deducting the placing commission for the Placing and other expenses) of up to approximately HK\$16.50 million will be used for general working capital of the Group and for future investments pursuant to the investment objectives of the Company.

In the meantime, the Company can take this opportunity to broaden the capital base and shareholders' base of the Company. Accordingly, the Board considers that the terms of the Placing are fair and reasonable and the Placing is in the interests of the Company and the Shareholders as a whole.

FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company's equity fund raising activities over the past 12-month period immediately preceding the date of this announcement are set out below:

Date of announcement	Fund raising activities	Net proceeds raised (approximately)	Intended use of proceeds	Actual use of proceeds
11 October 2011	Rights issue of 862,378,676 new Shares on the basis of two rights shares for every Share held on the record date at the subscription price of HK\$0.10 per rights share	HK\$81.26 million	For general working capital of the Group and for future investments pursuant to the investment objectives of the Company	Used as intended

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company as at the date of this announcement and the effect on the shareholding structure of the Company upon completion of the Placing are set out as below, for illustration purposes:

	As at the date of this announcement		Upon completion of the Placing	
	Number of Shares	Approximately %	Number of Shares	Approximately %
Substantial Shareholder				
Smart Jump Corporation (<i>Note 1</i>)	17,007,750	10.52	17,007,750	8.77
Placees (<i>Note 2</i>)	–	–	32,339,200	16.67
Other public Shareholders	144,688,251	89.48	144,688,251	74.56
Total	161,696,001	100.00	194,035,201	100.00

Notes:

1. Smart Jump Corporation is a wholly-owned subsidiary of Asia Hunter Global Limited which is wholly-owned by Freeman Financial Corporation Limited, a company whose shares being listed on the Main Board of the Stock Exchange.
2. The Placing Shares will be placed to not less than six Placees. Under the Placing Agreement, the Placing Agent has undertaken to use its best endeavour to ensure that none of the Placees will become substantial Shareholder (as defined in the Listing Rules) immediately after the Placing. The Placees, being individual(s), corporation(s) and/or institutional investors, who and whose ultimate beneficial owners are not connected person of the Company and are third parties independent of and not connected with the Company and its connected persons.

GENERAL

The Placing is not subject to Shareholders' approval as the Placing Shares will be issued under the existing General Mandate.

Pursuant to the termination provisions in the Placing Agreement, the Placing Agent has the right in certain circumstances, in the discretion of the Placing Agent, to terminate the Placing Agreement prior of the conditions precedent in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares of the Company.

IMPLICATIONS UNDER THE LISTING RULES

CUIM is the investment manager of the Company and thus a connected person of the Company under Rule 21.13 of the Listing Rules. The Placing Agent, Chung Nam Securities Limited, is a fellow subsidiary of CUIM. Accordingly, the Placing Agent (being an associate of a substantial shareholder of the CUIM and is therefore a connected person of CUIM) is also regarded as a connected person of the Company under Rule 21.13 of the Listing Rules.

Accordingly, the transaction contemplated under the Placing Agreement (including the payment of the Placing commission) constitutes a connected transaction under Chapter 14A of the Listing Rules. The Placing Agent has given an undertaking to the Company that the Placing Agent will not subscribe for any of the Placing Shares on its own account. Under the Placing Agreement, the maximum Placing commission to be received by the Placing Agent is approximately HK\$534,000. As the relevant percentage ratios as defined in the Listing Rules are less than 5% and the maximum Placing commission is less than HK\$1,000,000, the payment of the Placing commission is exempt from reporting, announcement and independent Shareholders' approval requirements under Rule 14A.31(2)(c) of the Listing Rules.

DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	any day (excluding Saturday, Sunday or public holiday) on which banks generally are open for business in 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
“CUIM”	CU Investment Management Limited, a company incorporated in Hong Kong with limited liability and a licensed corporation registered under the SFO
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate granted to the Directors by the Shareholders at the annual general meeting of the Company held on 20 June 2012 to allot, issue and deal with 20% of the then issued share capital of the Company as at the aforesaid annual general meeting
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People's Republic of China
“Listing Committee”	the listing sub-committee of the board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placees”	any individual(s), corporation(s) and/or institutional investor(s) procured by the Placing Agent to subscribe for any of the Placing Shares pursuant to the Placing Agreement

“Placing”	placing of a maximum of 32,339,200 new Shares on a best effort basis by the Placing Agent at the Placing Price pursuant to the Placing Agreement
“Placing Agent”	Chung Nam Securities Limited, a licensed corporation to carry out business in Type 1 (dealing in securities) regulated activities under the SFO
“Placing Agreement”	the placing agreement entered into between the Placing Agent and the Company dated 19 November 2012 in respect of the Placing
“Placing Price”	HK\$0.55 per Placing Share
“Placing Shares”	a maximum of 32,339,200 new Shares to be placed under the Placing
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 19 November 2012

As at the date of this announcement, the Board 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