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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 SUBDIVISION OF SHARES**

The Board proposes that each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company be subdivided into five (5) Subdivided Shares of par value of HK\$0.002 each. The Share Subdivision will become effective upon the fulfillment of the conditions set out in the section headed “Conditions of the Share Subdivision” below.

An EGM will be convened and held to consider and, if thought fit, approve the Share Subdivision. A circular containing, amongst other things, further details of the Share Subdivision, including the trading arrangements in respect of the Subdivided Shares, the arrangement and procedure for free exchange of share certificates, together with a notice convening the EGM, is expected to be despatched to the Shareholders on or before 17 March 2014.

### **PROPOSED SHARE SUBDIVISION**

The Board proposes that each of the existing issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company be subdivided into five (5) Subdivided Shares of par value of HK\$0.002 each.

As at the date of this announcement, the authorised share capital of the Company is HK\$2,000,000,000 divided into 200,000,000,000 Shares of HK\$0.01 each, of which 232,842,241 Shares have been issued and are fully paid or credited as fully paid. Upon the Share Subdivision becoming effective, the authorised share capital of the Company will become HK\$2,000,000,000 divided into 1,000,000,000,000 Subdivided Shares of HK\$0.002 each, of which 1,164,211,205 Subdivided Shares will be in issue and fully paid or credited as fully paid, assuming that no further Shares are allotted, issued or repurchased prior to the Share Subdivision becoming effective. As at the date of this announcement, the Company has no outstanding options, warrants, conversion rights or other similar rights giving rights to subscribe for any Shares.

The Shares are currently traded in board lots of 5,000 Shares. Upon the Share Subdivision becoming effective, the board lot size will remain unchanged and in board lots of 5,000 Subdivided Shares. The Share Subdivision is not expected to result in any odd lots other than those already exist. Upon the Share Subdivision becoming effective, the Subdivided Shares will rank *pari passu* with each other in all respects.

## **CONDITIONS OF THE SHARE SUBDIVISION**

The Share Subdivision is conditional upon the following:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Subdivision; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Subdivided Shares in issue.

Assuming all the conditions are fulfilled, the Share Subdivision will become effective on the day next following the passing of the ordinary resolution as specified therein, which is expected to be 10 April 2014.

## **REASONS FOR THE SHARE SUBDIVISION**

Upon the proposed Share Subdivision becoming effective, the par value of each Share will decrease and the total number of Shares in issue will increase. The Share Subdivision will result in a downward adjustment to the trading price of the Shares. The Board believes that the Share Subdivision will reduce the trading spread as well as the volatility of the trading price of the Shares and thus improving liquidity in the Company's Subdivided Shares. Further, the Board is of view that the Share Subdivision will enable the Company to attract more investors and broaden its shareholders' base.

Save for the expenses to be incurred by the Company in relation to the Share Subdivision, the implementation of the Share Subdivision will not, by itself, alter the underlying assets, business operations, management or the financial position of the Company or the proportionate interest of the Shareholders. The Board considers that the Share Subdivision is in the interests of the Company and the Shareholders as a whole.

## **EXCHANGE OF SHARE CERTIFICATES**

Subject to the Share Subdivision becoming effective, the Shareholders can submit their existing share certificates for the Shares to the Company's share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (to be moved to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014), in exchange for the new share certificates for the Subdivided Shares free of charge between 9:00 a.m. and 4:30 p.m. on any Business Day from Thursday, 10 April 2014 to Thursday, 22 May 2014 (both days inclusive). After the expiry of such period, existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each existing share certificate cancelled or each new share certificate issued (whichever number of share certificates involved is higher). It is expected that the new share certificates for the Subdivided Shares will be available for collection within a period of ten (10) Business Days after submission of the existing share certificates for the Shares to Tricor Tengis Limited for exchange.

The existing share certificates for the Shares will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Tuesday, 20 May 2014 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates for the Shares will continue to be good evidence of legal title and may be exchanged for share certificates for Subdivided Shares on the basis of one (1) Share for five (5) Subdivided Shares.

## EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Subdivision is set out below:

**2014**

Despatch of the circular (including the notice of EGM)  
and the form of proxy for the EGM . . . . . on or before Monday, 17 March

Latest time for lodging the form of proxy for the EGM . . . . . 4:00 p.m. on Monday, 7 April

Expected date and time of the EGM . . . . . 4:00 p.m. on Wednesday, 9 April

Publication of announcement of the poll results of the EGM . . . . . Wednesday, 9 April

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Subdivision as set out in the section headed “Conditions of the Share Subdivision” above.**

Effective date of the Share Subdivision . . . . . Thursday, 10 April

First day of free exchange of existing share certificates for  
new share certificates for the Subdivided Shares . . . . . Thursday, 10 April

Dealing in Subdivided Shares commences . . . . . 9:00 a.m. on Thursday, 10 April

Original counter for trading in Shares  
in board lots of 5,000 Shares temporarily closes . . . . . 9:00 a.m. on Thursday, 10 April

Temporary counter for trading in Subdivided Shares  
in board lots of 25,000 Subdivided Shares  
(in the form of existing share certificates) opens . . . . . 9:00 a.m. on Thursday, 10 April

Original counter for trading in Subdivided Shares  
in board lots of 5,000 Subdivided Shares  
(in the form of new share certificates) reopens . . . . . 9:00 a.m. on Monday, 28 April

Parallel trading in the Shares and Subdivided Shares  
(in the form of existing share certificates and  
new share certificates) commences . . . . . 9:00 a.m. on Monday, 28 April

Temporary counter for trading in Subdivided Shares  
in board lots of 25,000 Subdivided Shares  
(in the form of existing share certificates) closes . . . . . 4:00 p.m. on Tuesday, 20 May

Parallel trading in the Shares and Subdivided Shares  
(in the form of existing share certificates and  
new share certificates) ends . . . . . 4:00 p.m. on Tuesday, 20 May

Last day for free exchange of existing share certificates for  
new share certificates for the Subdivided Shares . . . . . 4:30 p.m. on Thursday, 22 May

*Note: All times and dates in this announcement refer to Hong Kong local times and dates.*

Dates or deadlines specified in this announcement are indicative only and may be varied by the Company. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

## **GENERAL**

An EGM will be convened and held to consider and, if thought fit, approve the Share Subdivision. No Shareholders are required to abstain from voting at the EGM on the resolution in relation to the Share Subdivision. A circular containing, amongst other things, further details of the Share Subdivision, including the trading arrangements in respect of the Subdivided Shares, the arrangement and procedure for free exchange of share certificates, together with a notice convening the EGM, is expected to be despatched to the Shareholders on or before 17 March 2014.

An application will be made to the Listing Committee of the Stock Exchange for the listing of and permission to deal in the Subdivided Shares arising from the Share Subdivision.

## **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(s)”	any day(s) on which the Stock Exchange is open for transactions of 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
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve the Share Subdivision
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Share(s)”	existing ordinary share(s) of HK\$0.01 each in the share capital of the Company

“Shareholder(s)”	the holder(s) of the Share(s) or Subdivided Share(s), as the case may be
“Share Subdivision”	the proposed subdivision of each of the existing issued and unissued Shares into five (5) Subdivided Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subdivided Share(s)”	ordinary share(s) of HK\$0.002 each in the share capital of the Company upon the Share Subdivision becoming effective

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, 24 February 2014

As at the date of this announcement, the Board comprises:

*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  
 Mr. SHIMAZAKI Koji

*Independent non-executive Directors:*

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