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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 BONUS ISSUE OF SHARES
AND
CHANGE IN BOARD LOT SIZE**

PROPOSED BONUS ISSUE

The Board proposed the Bonus Issue on the basis of four (4) Bonus Shares for every one (1) existing Share held by the Shareholders. The Bonus Shares will be issued and credited as fully paid by way of capitalisation of an application of an amount of HK\$9,313,689.64 in the share premium account of the Company. The Bonus Shares will, subject to the Articles, rank *pari passu* in all respects with the existing Shares in issue on the date of the issue of the Bonus Shares. In order to qualify for the entitlements to the Bonus Issue, all transfers of Shares must be duly completed, accompanied by the relevant share certificates and lodged with the share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday 8 October 2014.

CHANGE IN BOARD LOT SIZE

The Board also proposed to change the board lot size for trading in the Shares from 25,000 Shares to 125,000 Shares with effect from 9:00 a.m. on Friday, 17 October 2014, subject to the fulfillment of the conditions of the Bonus Issue as set out in the section headed "Conditions of the Bonus Issue" in this announcement.

EGM

An EGM is proposed to be convened for the Shareholders to consider, and if thought fit, to approve the Bonus Issue. A circular containing, amongst other things, further information on, (i) the Bonus Issue; and (ii) the change in board lot size, together with the notice convening the EGM, will be despatched to the Shareholders as soon as practicable on or before 12 September 2014.

PROPOSED BONUS ISSUE OF SHARES

Reference is made to the interim result announcement of the Company dated 25 August 2014 in relation to, among others, the unaudited condensed consolidated interim results of the Group for the six months ended 30 June 2014 and the proposed Bonus Issue.

On 25 August 2014, the Board proposed a Bonus Issue on the basis of four (4) Bonus Shares for every one (1) existing Share held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date.

As at the date of this announcement, the issued share capital of the Company is 1,164,211,205 Shares. Assuming no further Shares will be issued or repurchased before the Record Date, 4,656,844,820 Bonus Shares will be issued under the Bonus Issue. Immediately after completion of the Bonus Issue, there will be a total 5,821,056,025 Shares in the enlarged issued share capital of the Company.

Subject to the conditions as set out under the paragraph headed “Conditions of the Bonus Issue” below, the Bonus Shares will be issued and credited as fully paid by way of capitalisation of an application of an amount of HK\$9,313,689.64 in the share premium account of the Company.

Status of the New Bonus Shares and Fractions of Bonus Issue

The Bonus Shares will, subject to the Articles, rank *pari passu* in all respects with the existing Shares in issue on the date of the issue of the Bonus Shares. Holders of the Bonus Shares will be entitled to receive all future dividends and distributions (if any) which are declared, made or paid after the date on which the Bonus Shares are allotted and issued. The Bonus Issue should not result in any change in the rights or interests of the Shares traded on the Stock Exchange.

On the basis of four (4) Bonus Shares for every one (1) existing Share held on the Record Date by the Qualifying Shareholders, no fractional entitlements to the Bonus Issue will arise under the Bonus Issue.

Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM approving the Bonus Issue; and
- (b) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares.

If the conditions of the Bonus Issue are not fulfilled, the Bonus Issue will not proceed.

Application for Listing

An application will be made to the Listing Committee for listing of, and permission to deal in, the Bonus Shares to be issued pursuant to the Bonus Issue. As at the date of this announcement, there is no equity or debt securities of the Company listed or dealt in on any stock exchange other than the Stock Exchange or is listing or permission to deal in the equity or debt securities being or proposed to be sought from any stock exchange other than the Stock Exchange.

The new Bonus Shares are not new class of securities to be listed and accordingly no arrangements are required to be made to enable the new Bonus Shares to be admitted into CCASS.

Reasons for the Bonus Issue

The Board believes that the Bonus Issue (i) will provide the Company with a wider capital base and therefore enhance the liquidity of the Shares; and (ii) is a return to the long-term support and care of the Shareholders. In addition, having considered the improving performance of the Group, the Board decides to propose the Bonus Issue.

Overseas Shareholders

As at 8 September 2014, the Company has 513 Overseas Shareholders and the addresses of such Overseas Shareholders registered in the register of members of the Company were situated in the PRC and Macau. In compliance with Rule 13.36 (2) of the Listing Rules, the Directors have made enquiries with the legal advisers of PRC and Macau regarding the legal restrictions and regulatory requirements in the PRC and Macau on extending the Bonus Issue to the Overseas Shareholders in the PRC and Macau (the “**PRC and Macau Shareholders**”). The Company has been advised by legal advisers of PRC and Macau on the laws of the PRC and Macau that the issuing of the Bonus Shares to the PRC and Macau Shareholders by the Company shall not be subject to any procedures for examination, approval, registration or record filing or other special requirements by the securities exchange or other governmental authorities in the PRC and/or Macau. The Company is not liable for the legality and relevant liability for the PRC and Macau Shareholders’ receipt and holding of the Bonus Shares and the PRC and Macau Shareholders shall bear such liability personally. If the PRC and Macau Shareholders are registered as a member of the Company at the close of business on the Record Date, they shall be entitled to the Bonus Shares.

It is the responsibility of the Shareholders (including the Overseas Shareholders) to observe the domestic legal and regulatory requirements applicable to them for the taking up of the Bonus Shares.

The Company will continue to ascertain whether there are any other Overseas Shareholders on the Record Date and will, if necessary, make further enquiries with its legal advisers in other overseas jurisdiction(s) regarding the feasibility of extending the Bonus Issue to such other Overseas Shareholders on the Record Date.

Upon any further enquiries, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be granted to the Non-Qualifying Shareholders. In such circumstances, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and remittances therefore will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company.

CHANGE IN BOARD LOT SIZE

In order to increase the value of each board lot of the Shares after the Bonus Issue, as well as to reduce transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposed to change the board lot size for trading in the Shares from 25,000 Shares to 125,000 Shares with effect from 9:00 a.m. on Friday, 17 October 2014, subject to the fulfillment of the conditions of the Bonus Issue as set out in the section headed “Conditions of the Bonus Issue” above.

The Shares are currently traded in board lot of 25,000 Shares and the market value per board lot of the Shares is HK\$16,000 (based on the closing price of HK\$0.64 per Share as quoted on the Stock Exchange on 8 September 2014). Based on the closing price on 8 September 2014, the theoretical ex-entitlement price per Share after the Bonus Issue is HK\$0.128 and with the existing board lot size of 25,000 Shares, the theoretical ex-entitlement value per board lot will be HK\$3,200.

Upon the change in board lot size becoming effective, the Shares will be traded in board lot of 125,000 Shares and the estimated market value per board lot of the Shares will be HK\$80,000. Based on the theoretical ex-entitlement price per Share after the Bonus Issue of HK\$0.128 and the proposed board lot size of 125,000 Shares, the theoretical ex-entitlement value per new board lot will be HK\$16,000.

The change in board lot size will not result in any change in the relative rights of the Shareholders. The Directors consider such change in board lot size is in the interests of the Company and the Shareholders as a whole.

CLOSURE OF BOOKS

The register of members of the Company will be closed during the following periods:

- (a) for the purpose of determining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Saturday, 27 September 2014 to Monday 29 September 2014 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for attending and voting at the EGM, all transfer documents should be lodged for registration with Company’s Hong Kong share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday 26 September 2014; and

- (b) for the purpose of determining Shareholders who are qualified for the entitlement to the Bonus Shares, the register of members of the Company will be closed from Thursday 9 October 2014 to Friday 10 October 2014 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for the entitlement to the Bonus Shares, all transfer documents should be lodged for registration with Company's Hong Kong share registrar at the above address not later than 4:30 p.m. on Wednesday 8 October 2014.

Expected timetable (all times refer to Hong Kong local time)

The expected timetable for the Bonus Issue and the change in board lot size is set out below:

Latest time for lodging transfer of Shares for registration in order to qualify for attending the EGM	4:30 p.m. on Friday, 26 September 2014
Closure of register of members for attending the EGM	Saturday, 27 September 2014 to Monday, 29 September 2014 (both days inclusive)
Latest time for lodging form of proxy for the EGM (in any event not less than 48 hours before the time of the EGM or any adjournment thereof)	4:00 p.m. on Saturday, 27 September 2014
Record date for attending the EGM	Monday, 29 September 2014
Date and time of the EGM	4:00 p.m. on Monday, 29 September 2014
Announcement of poll results of the EGM	Monday, 29 September 2014
Last day of dealings in Shares on a cum-entitlement basis	Monday, 6 October 2014
First day of dealing in Shares on an ex-entitlement basis	Tuesday, 7 October 2014
Latest time for lodging transfer of Shares for registration in order to qualify for the Bonus Issue	4:30 p.m. on Wednesday, 8 October 2014
Closure of register of members for determining entitlement to the Bonus Shares	Thursday, 9 October 2014 to Friday, 10 October 2014 (both days inclusive)
Record Date for determining entitlement to the Bonus Shares	Friday, 10 October 2014
Re-open of register of members of the Company	Monday, 13 October 2014

Despatch of share certificates for the Bonus Shares on or before Thursday,
16 October 2014

First date of dealing in the Bonus Shares
on the Stock Exchange Friday, 17 October 2014

Effective date of change of board lot size from
25,000 to 125,000 Shares Friday, 17 October 2014

The expected timetable may be subject to change by the Company and is subject to fulfillment of all conditions. The Company will make further announcement(s) in compliance with the Listing Rules if such changes are made.

EGM

An EGM is proposed to be convened for the Shareholders to consider, and if thought fit, to approve the Bonus Issue. A circular containing, amongst other things, further information on, (i) the Bonus Issue; and (ii) the change in board lot size, together with the notice convening the EGM, will be despatched to the Shareholders on or before 12 September 2014.

DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Bonus Issue”	the proposed issue of Bonus Shares to the Qualifying Shareholder(s) on the basis of four (4) Bonus Shares for every one (1) existing Share held on the Record Date
“Bonus Share(s)”	new Shares to be allotted and issued under the Bonus Issue by the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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”	an extraordinary general meeting of the Company to be held at 4:00 p.m. on Monday, 29 September 2014 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong to consider and, if thought fit, approve the Bonus Issue

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“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
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) who is/are excluded from the Bonus Issue and as defined and more particularly described in the section headed “Overseas Shareholders” in this announcement
“Overseas Shareholder(s)”	Shareholder(s) whose address as shown on the register of members of the Company on the Record Date is/are outside Hong Kong
“Qualifying Shareholder(s)”	the Shareholder(s) whose names appear on the register of members of the Company on the Record Date and who are entitled to the Bonus Issue
“Record Date”	means Friday, 10 October 2014, being the record date for the purpose of determination of entitlement to the Bonus Issue of each Qualifying Shareholder
“Share(s)”	ordinary share(s) of HK\$0.002 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 11 September 2014

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

Executive directors:
 Mr. KITCHELL Osman Bin
 (Chairman and Chief Executive Officer)
 Ms. CHOI Ka Wing
 Mr. SHIMAZAKI Koji

Independent non-executive directors:
 Mr. CHUNG Kong Fei, Stephen
 Mr. TSANG Wing Ki
 Mr. NGAI Wai Kin