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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 CAPITAL REORGANISATION
AND
CHANGE IN BOARD LOT SIZE**

The Company proposes to put forward to its Shareholders proposals that:

- (1) the nominal value of all the issued Existing Shares be reduced from HK\$0.10 each to HK\$0.01 each by cancelling HK\$0.09 paid up on each issued Existing Share by way of a reduction of capital;
- (2) every ten issued Reduced Shares of HK\$0.01 each be consolidated into one Adjusted Share of HK\$0.10; and
- (3) the credit arising from such reduction be applied towards cancelling the accumulated deficit of the Company with the balance (if any) to be transferred to a distributable capital reduction reserve account of the Company.

A circular containing further details of the Capital Reorganisation together with notice of the EGM, will be despatched to the Shareholders as soon as practicable.

PROPOSED CAPITAL REORGANISATION

It is proposed that:-

- (i) the nominal value of all the issued Existing Share be reduced from HK\$0.10 each to HK\$0.01 each by cancelling HK\$0.09 paid up on each issued Existing Share by way of a reduction of capital;
- (ii) every ten issued Reduced Shares of HK\$0.01 each be consolidated into one Adjusted Share of HK\$0.10; and
- (iii) the credit arising from such reduction be applied towards cancelling the accumulated deficit of the Company with the balance (if any) to be transferred to a distributable capital reduction reserve account of the Company.

The Capital Reorganisation (which will be effected in accordance with the articles of association of the Company and the Companies Law) will be conditional upon:-

- (i) the passing of a special resolution to approve the Capital Reorganisation by Shareholders at the EGM;
- (ii) sanction of the Adjustment Proposal by the Court;
- (iii) compliance with any conditions imposed by the Court; and
- (iv) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Adjusted Shares in issue upon the Capital Reorganisation becoming effective.

No shareholder is required to abstain from voting on the Capital Reorganisation at the EGM.

The Company has no outstanding options, warrants or other securities convertible into or giving rights to subscribe for the Existing Shares.

Application will be made by the Company to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the Adjusted Shares and any Adjusted Shares which may be issued pursuant to the exercise of options that may be granted under the share option scheme of the Company adopted on 2nd May, 2003.

The share capital of the Company consists of 1,199,748,816 Existing Shares in issue and the aggregate nominal value of the issued share capital of the Company is HK\$119,974,881.6. On the basis of 1,199,748,816 Existing Shares in issue as at the date of this announcement (and assuming no Existing Shares are issued or repurchased from the date hereof until the effective date of the Capital Reorganisation), a total credit of approximately HK\$107.9 million will arise in the books of the Company as a result of the Adjustment Proposal which will be applied as mentioned in the following paragraph.

After the Capital Reorganisation, the authorised share capital of the Company will remain as HK\$2,000,000,000 divided into of 20,000,000,000 Adjusted Shares of HK\$0.10 each, of which approximately 119,974,881 Adjusted Shares will be in issue and the aggregate nominal value of the issued share capital of the Company will become approximately HK\$11,997,488 (assuming no Existing Share are issued or repurchased from the date hereof until the effective date of the Capital Reorganisation). Assuming the Capital Reorganisation is implemented, the total credit arising from the Adjustment Proposal will be used to set off any accumulated deficit of the Company at the relevant time with the balance (if any) to be transferred to the distributable capital reduction reserve account of the Company which may be utilised by the Directors as a distributable reserve in accordance with the articles of association of the Company.

Fractional Adjusted Shares will not be issued to the Shareholders but will be aggregated and, if possible, sold for the benefit of the Company.

In order to alleviate the difficulties arising from the existence of odd lots of Adjusted Shares, the Company has appointed Chung Nam Securities Limited, as an agent to provide matching services for the sale and purchase of odd lots of Adjusted Shares arising from the Capital Reorganisation. Shareholders who wish to take advantage of this facility should contact Mr. Cecil Chan of Chung Nam Securities Limited at 26th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at telephone number (852) 3198 0838 during office hours. Shareholders should note that successful matching of the sale and purchase of odd lots of the Adjusted Shares is not guaranteed.

Effect of the Capital Reorganisation

Implementation of the Capital Reorganisation would not, of itself, alter the underlying assets, liabilities, businesses, management or financial position of the Company and the Group or the rights of the Shareholders, except for payment of the related expenses (which includes legal, professional, printing and administration fee, etc.) and any fractional Adjusted Shares to which Shareholders may be entitled.

The Adjusted Shares will rank pari passu in all respects with each other and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

Free exchange of Adjusted Share certificates and trading arrangements

Subject to the Capital Reorganisation becoming effective, Shareholders may, during a period to be specified below, submit certificates for Existing Shares to the Company's registrar for exchange, at the expense of the Company, for certificates for Adjusted Shares. Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each new certificate issued for Adjusted Shares or old certificates cancelled, whichever the number is greater. Nevertheless, certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for certificates for Adjusted Shares at any time at the expense of the Shareholders in question.

CHANGE IN BOARD LOT SIZE

The Existing Shares are currently traded in board lots of 10,000 Existing Shares each. The Company proposed to change the board lot size of the Existing Shares for trading on the Stock Exchange from 10,000 Existing Shares to 5,000 Adjusted Shares conditional upon the Capital Reorganisation becoming effective.

Based on the closing price of HK\$0.083 as quoted on the Stock Exchange on 29th April, 2009, the last trading day prior to the publication of this announcement (that is HK\$0.83 per Adjusted Share) and assuming the Capital Reorganisation and Change in Board Lot Size becomes effective, the value per board of 5,000 Adjusted Shares will be HK\$4,150. After the Capital Reorganisation, the transaction costs will be significantly lower.

Reasons

The shares of the Company have traded below their nominal value of HK\$0.10 each at times recently. Under the Companies Law, it is not permissible for a Cayman company to issue shares at a discount to the nominal value of its shares, unless in compliance with section 35 of the Companies Law, which includes, inter alia, requirements to obtain authorisation of members of the Company and sanction by the Court. The Company is an investment company under Chapter 21 of the Listing Rules and its business is primarily the making of investments. It is important for the Company to have readily available funds to make investments as and when opportunities arise in the future. The Company is continually seeking (i) investment opportunities, as part of its ordinary and usual course of business, and (ii) fund raising exercises as and when opportunities arise. Given the current trading prices, it is impractical for the Company to conduct any fund raising activity. In addition, there is a time lag of approximately 6 months to effect a Capital Reorganisation. With a view to facilitating any capital raising exercise when opportunities arise in the future, the Directors propose the Capital Reorganisation which allows flexibility for the issue of new shares in future if the Directors consider that is appropriate.

In view of the above reasons, the Directors are of the view that the Capital Reorganisation is in the interest of the Company and Shareholders as a whole.

Timing

The Adjustment Proposal is subject to the Court's approval. The Capital Reorganisation will become effective after the Court's approval and registration of the Court order and the relevant minutes at the Registrar of Companies of the Cayman Islands, which is expected to take approximately 6 months from the date hereof.

GENERAL

The Company is engaged in the business of investment in listed and unlisted companies.

A circular containing details of the Capital Reorganisation and a notice convening the EGM to approve the Capital Reorganisation, will be despatched to Shareholders as soon as practicable.

EXPECTED TIMETABLE

The expected timetable for the Capital Reorganisation and the Change in Board Lot Size is set out below:

2009

Despatch of Circular and proxy form of EGM Friday, 15th May

Latest time for return of proxy form of EGM
(not less than 48 hours) 9:00 a.m. Saturday, 6th June

Expected date and time of EGM 9:00 a.m. Monday, 8th June

The following events are conditional on the results of the EGM and the relevant Court hearings. The dates are therefore tentative.

Announcement of expected effective date of
Capital Reorganisation Friday, 9th October

Effective date of the Capital
Reorganisation. after 4:00 p.m. Tuesday, 13th October

Commencement of dealings in Adjusted Shares Wednesday, 14th October

Original counter for trading in Existing Shares
(in board lots of 10,000 Existing Shares)
to be closed 9:30 a.m. Wednesday, 14th October

Temporary counter for trading in Adjusted Shares
in board lots of 1,000 Adjusted Shares (in form
of existing share certificates) to be opened 9:30 a.m. Wednesday, 14th October

Free exchange of existing share certificates for new share
certificates for the Adjusted Shares commences Wednesday, 14th October

Designated broker starts to stand in the market to
provide matching services for the sale and purchase
of odd lots of Adjusted Shares. Thursday, 29th October

Original counter for trading in Adjusted Shares
(in board lots of 5,000 Adjusted Shares)
to be re-opened 9:30 a.m. Thursday, 29th October

Parallel trading in Adjusted Shares (in form of
new and existing certificate) begins. 9:30 a.m. Thursday, 29th October

Temporary counter for trading in Adjusted Shares
in board lots of 1,000 Adjusted Shares
(in form of existing share certificates)
to be closed 4:00 p.m. Wednesday, 18th November

Parallel trading in Adjusted Shares (in form
of new and existing certificate) ends 4:00 p.m. Wednesday, 18th November

Designated broker ceases to stand in the
market to provide matching services
for the sale and purchase of odd lots
of Adjusted Shares. 4:00 p.m. Wednesday, 18th November

Last day of free exchange of existing share
certificates for new share certificates. Friday, 20th November

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetable above depends on the results of the EGM and the relevant Court hearings and are therefore indicative only. An announcement will be made regarding any changes to the expected timetable as and when appropriate.

DEFINITIONS

In this announcement, the terms below have the meanings set opposite them:-

“Adjusted Shares”	shares of HK\$0.10 each in the capital of the Company upon the Capital Reorganisation becoming effective
“Adjustment Proposal”	the proposal to be put forward to Shareholders for the reduction in nominal value of the Existing Shares in issue by way of a reduction in capital and the application of the credit arising from the capital reduction as described in the section headed “Proposed Capital Reorganisation” in this announcement
“Capital Reorganisation”	the Adjustment Proposal and the Share Consolidation as described in the section headed “Proposed Capital Reorganisation” in this announcement
“Change in Board Lot Size”	the proposed change in board lot size of the Existing Shares for trading on the Stock Exchange from 10,000 Existing Shares to 5,000 Adjusted Shares
“Companies Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands

“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
“Court”	the Grand Court of the Cayman Islands
“Directors”	directors of the Company
“EGM”	an extraordinary general meeting of the Company to be convened as soon as practicable to consider and if thought fit, approve the Capital Reorganisation proposal referred to in this announcement
“Existing Share(s)”	existing ordinary share(s) of HK\$0.10 each in the capital of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Reduced Shares(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company in issue upon completion of the Adjustment Proposal
“Share Consolidation”	the proposed consolidation of every ten Reduced Shares of HK\$0.01 each into one Adjusted Share of HK\$0.10 each
“Shareholder(s)”	holder(s) of the Existing Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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, 30th April, 2009

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