
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in **Unity Investments Holdings Limited** 合一投資控股有限公司, you should at once hand this Prospectus Documents to the purchaser or the transferee or to the bank manager, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

A copy of each of the Prospectus Documents, together with the written consent referred to in the paragraph headed "Expert and Consent" in Appendix III to this Prospectus, have been registered with the Registrar of Companies in Hong Kong as required by section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. The Registrar of Companies in Hong Kong and the Securities and Futures Commission take no responsibility as to the contents of any of the Prospectus Documents or any other documents referred to above. You should read the whole of the Prospectus Documents including the discussions of certain risks and other factors as set out in the section headed "Warning of the risks of dealings in Shares and the nil-paid Rights Shares" of the "Letter from the Board" in this Prospectus.

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

Hong Kong Exchanges and Clearing Limited, the Stock Exchange and HKSCC take no responsibility for the contents of the Prospectus Documents, make no representation as to their accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of the Prospectus Documents.

This Prospectus does not constitute or form part of any offer or invitation to sell or issue, or any solicitation of any offer to acquire, any securities (including the Rights Shares (in their nil-paid or fully-paid forms)) or to take up any entitlements to the Rights Shares (in their nil-paid or fully-paid forms) in any jurisdiction in which such an offer, solicitation or sale is unlawful. Neither this Prospectus nor anything in this Prospectus forms the basis of any contract or commitment whatsoever.



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)

RIGHTS ISSUE ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY ONE (1) CONSOLIDATED SHARE HELD ON THE RECORD DATE AT THE SUBSCRIPTION PRICE OF HK\$0.25 PER RIGHTS SHARE

Financial adviser to the Company

Opus | Capital Limited
創富融資有限公司

Underwriter of the Rights Issue

Suncorp
Securities Limited

Capitalised terms used in this cover page shall have the same meanings as defined in this Prospectus.

The latest time for acceptance of and payment for the Rights Shares is 4:00 p.m. on Tuesday, 2 August 2016. The procedures for subscription of the Rights Shares are set out on pages 15 to 16 of this Prospectus.

The Rights Issue is conditional upon the fulfillment of the conditions as set out in the section headed "Conditions of the Rights Issue" of the "Letter from the Board" in this Prospectus.

The Underwriting Agreement in respect of the Rights Issue contains provisions entitling the Underwriter by notice in writing to the Company to terminate the Underwriting Agreement on the occurrence of certain events including force majeure. These events are set out in the section headed "Termination of the Underwriting Agreement" on page 9 of this Prospectus.

The Consolidated Shares have been dealt in on an ex-rights basis from 9:00 a.m. on Thursday, 7 July 2016. Dealings in the Rights Shares in their nil-paid form will take place from 9:00 a.m. on Thursday, 21 July 2016 to close of business on Thursday, 28 July 2016. If the conditions of the Rights Issue are not fulfilled on or before 4:00 p.m. on Friday, 5 August 2016 (or such other time and/or date specified therein) or such other time and/or date as the Company and the Underwriter may agree in writing, the Underwriting Agreement shall be terminated and the Rights Issue will not proceed. Any persons contemplating buying or selling the Shares from the date of this Prospectus up to the date on which all the conditions of the Rights Issue are fulfilled, and any dealings in the Rights Shares in their nil-paid form between 9:00 a.m. on Thursday, 21 July 2016 to close of business on Thursday, 28 July 2016 (both days inclusive), will bear the risk that the Rights Issue may not become unconditional or may not proceed. Rights Shares in their nil-paid and fully-paid forms will be traded in board lots of 10,000 Consolidated Shares. Any Shareholders or other persons contemplating dealing in the Consolidated Shares or nil-paid Rights Shares are recommended to consult their own professional advisers.

19 July 2016

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DEFINITIONS

In this Prospectus, the following expressions have the following meanings, unless the context requires otherwise:

| | |
|----------------------------|---|
| “Announcement” | the announcement of the Company dated 23 May 2016 in relation to the proposed Rights Issue |
| “Articles” | the articles of association of the Company (as amended from time to time) |
| “associate(s)” | has the meaning ascribed thereto in the Listing Rules |
| “Board” | the board of Directors |
| “Business Day” | a day (excluding Saturday, Sunday, public holiday 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 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) on which licensed banks in Hong Kong are generally open for business |
| “CCASS” | the Central Clearing and Settlement System established and operated by HKSCC |
| “Change in Board Lot Size” | the change in board lot size of the Shares for trading on the Stock Exchange from 50,000 Shares to 10,000 Consolidated Shares |
| “Circular” | the circular of the Company dated 17 June 2016 in relation to, among other things, further details of the proposed Rights Issue and a notice convening the EGM |
| “Companies Ordinance” | the Companies (Winding Up and Miscellaneous Provisions) Ordinance, Chapter 32 of the Laws of Hong Kong (as amended from time to time) |
| “Company” | Unity Investments Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange |

DEFINITIONS

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| “Consolidated Share(s)” | ordinary share(s) of a par value of HK\$0.10 each in the share capital of the Company immediately after the Share Consolidation became effective on 6 July 2016 |
| “Controlling Shareholder(s)” | has the meaning ascribed thereto under the Listing Rules |
| “Custodian” | Chong Hing Bank Limited (formerly known as Liu Chong Hing Bank Limited), the custodian appointed by the Company |
| “Custodian Agreement” | the custodian agreement dated 8 November 2005 entered into between the Company and the Custodian |
| “Director(s)” | the director(s) of the Company |
| “EGM” | the extraordinary general meeting of the Company held on Tuesday, 5 July 2016 in which the Shareholders (or where applicable, the Independent Shareholders) approved, among other things, the Rights Issue and the transactions contemplated hereunder |
| “Group” | the Company and its subsidiaries |
| “HKSCC” | Hong Kong Securities Clearing Company Limited |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Independent Board Committee” | an independent committee of the Board comprising all the independent non-executive Directors established to advise the Independent Shareholders in respect of the Rights Issue |
| “Independent Shareholder(s)” | any Shareholder(s) other than the Controlling Shareholders and their respective associates or, where there are no Controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates |

DEFINITIONS

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| “Independent Third Party(ies)” | any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties not connected with or acting in concert with any Directors, chief executive or Substantial Shareholder(s) or its subsidiaries of the Company and their respective associates |
| “Investment Manager” or “CES” | China Everbright Securities (HK) Limited, the investment manager appointed by the Company |
| “Last Trading Day” | Friday, 20 May 2016, being the last trading day for the Shares immediately prior to the date of the Announcement |
| “Latest Practicable Date” | 14 July 2016, being the latest practicable date before the printing of this Prospectus for the purpose of ascertaining certain information contained herein |
| “Latest Time for Acceptance” | the latest time for acceptance for the Rights Shares at 4:00 p.m. on Tuesday, 2 August 2016 or such other time as may be agreed between the Company and the Underwriter |
| “Latest Time for Termination” | the latest time for terminating the Underwriting Agreement at 4:00 p.m. on Friday, 5 August 2016, being the third Business Day after the Latest Time for Acceptance or such later time or date as may be agreed between the Company and the Underwriter |
| “Listing Committee” | the Listing Committee of the Stock Exchange |
| “Listing Rules” | The Rules Governing the Listing of Securities on the Stock Exchange |
| “Memorandum” | the memorandum of association of the Company |
| “Non-Qualifying Shareholder(s)” | the Overseas Shareholder(s) to whom the Directors, based on legal opinion(s) provided by the legal adviser(s) to the Company, consider it necessary or expedient not to offer the Rights Issue 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 |

DEFINITIONS

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| “Overseas Shareholder(s)” | Shareholder(s) whose name(s) appear(s) on the register of members of the Company as at the close of the business on the Record Date and whose address(es) as shown on such register is/are outside Hong Kong |
| “PAL” | the provisional allotment letter(s) issued to the Qualifying Shareholders in connection with the Rights Issue |
| “Posting Date” | Tuesday, 19 July 2016 or such other date as the Underwriter may agree in writing with the Company, as the date of despatch of the Prospectus Documents to the Qualifying Shareholders or the Prospectus for information only to the Non-Qualifying Shareholder(s) |
| “PRC” | the People’s Republic of China, and for the purpose of this Prospectus, excludes Hong Kong, the Macau Special Administration Region of the PRC and Taiwan |
| “Prospectus” | the prospectus despatched to the Shareholders on the Posting Date containing details of the Rights Issue in such form as may be agreed between the Company and the Underwriter |
| “Prospectus Documents” | the Prospectus and the PAL |
| “Qualifying Shareholder(s)” | Shareholder(s) whose name(s) is/are registered on the register of members of the Company as at the close of business on the Record Date, other than the Non-Qualifying Shareholder(s) |
| “Record Date” | Friday, 15 July 2016 (or such other date as may be agreed between the Company and the Underwriter), as the date by reference to which entitlements to the Rights Issue are expected to be determined |
| “Registrar” | the share registrar and transfer office of the Company in Hong Kong, being Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong |

DEFINITIONS

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| “Rights Issue” | the proposed issue by way of rights issue to the Qualifying Shareholders on the basis of two (2) Rights Shares for every one (1) Consolidated Share 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 Share(s)” | 1,164,211,204 Consolidated Shares to be allotted and issued pursuant to the Rights Issue |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) |
| “Share Consolidation” | the consolidation of every five (5) issued and unissued Shares of a par value of HK\$0.02 each into one (1) Consolidated Share of a par value of HK\$0.10 each, which became effective on 6 July 2016 |
| “Share(s)” | ordinary share(s) of HK\$0.02 each in the existing share capital of the Company |
| “Shareholder(s)” | the holder(s) of the Shares or Consolidated Shares, as the case may be |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |
| “Subscription Price” | HK\$0.25 per Rights Share with par value of HK\$0.10 each |
| “Substantial Shareholder(s)” | has the meaning as ascribed thereto under the Listing Rules |
| “Takeovers Code” | The Code on Takeovers and Mergers issued by the Securities and Futures Commission |
| “Underwriter” or “Suncorp Securities” | Suncorp Securities Limited, a licensed corporation to carry on business in Type 1 (dealing in securities) regulated activity under the SFO |
| “Underwriting Agreement” | the underwriting agreement dated 23 May 2016 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue |

DEFINITIONS

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| “Underwritten Shares” | a maximum of 1,164,211,204 Rights Shares being underwritten by the Underwriter pursuant to the terms of the Underwriting Agreement |
| “HK\$” | Hong Kong dollar, the lawful currency of Hong Kong |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “US\$” | United States dollar, the lawful currency of the United States of America |
| “%” | Percentage or per centum |

For the purpose of this Prospectus, unless otherwise indicated, conversion of RMB into HK\$ and US\$ into HK\$ are calculated at the approximate exchange rates of RMB1.00 to HK\$1.20 and US\$1.00 to HK\$7.80, respectively. These exchange rates are adopted for the purpose of illustration only and does not constitute a representation that any amounts have been, could have been, or may be, exchanged at this or any other rate at all.

EXPECTED TIMETABLE

The expected timetable for the Rights Issue set out below is indicative only:

| Event | 2016 (Hong Kong Time) |
|--|---|
| Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares | 9:00 a.m. on Wednesday, 20 July |
| Original counter for trading in Consolidated Shares in new board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens | 9:00 a.m. on Wednesday, 20 July |
| Parallel trading in the Consolidated Shares (in the form of both existing share certificates and (new share certificates) commences. | 9:00 a.m. on Wednesday, 20 July |
| First day of dealings in nil-paid Rights Shares | 9:00 a.m. on Thursday, 21 July |
| First day of dealings in nil-paid Rights Shares | 9:00 a.m. on Thursday, 21 July |
| Latest time for splitting nil-paid Rights Shares | 4:30 p.m. on Monday, 25 July |
| Last day and time of dealings in nil-paid Rights Shares. | Close of business on Thursday, 28 July |
| Latest time for acceptance of and payment for the Rights Shares. | 4:00 p.m. on Tuesday, 2 August |
| Latest time for termination of the Underwriting Agreement | 4:00 p.m. on Friday, 5 August |
| Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares | Close of business on Tuesday, 9 August |
| Temporary counter for trading in board lots of 10,000 Consolidated Shares (in the form of existing share certificates) closes | Close of business on Tuesday, 9 August |

EXPECTED TIMETABLE

Parallel trading in Consolidated Shares

(in the form of new and existing certificates) ends Close of business on
Tuesday, 9 August

Announcement of the results of the Rights Issue Tuesday, 9 August

Despatch of certificates for fully-paid Rights Shares Wednesday, 10 August

Despatch of refund cheques if the Rights Issue is terminated. Wednesday, 10 August

Expected first day of dealings in fully-paid Rights Shares 9:00 a.m. on
Thursday, 11 August

Last day of free exchange of existing certificates

for new certificates for Consolidated Shares Thursday, 11 August

All times and dates stated in this Prospectus refer to Hong Kong local times and dates, unless otherwise stated. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by agreement between the Company and the Underwriter. Any consequential changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR THE RIGHTS SHARES

The Latest Time for Acceptance of and payment for the Rights Shares will not take place at 4:00 p.m. on Tuesday, 2 August 2016 if there is a tropical cyclone warning signal number 8 or above, or a “black” rainstorm warning, if such circumstances are:

- (i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on the Latest Time for Acceptance. The Latest Time for Acceptance of and payment for the Rights Shares will not take place at 4:00 p.m. on the Latest Time for Acceptance, but will be extended to 5:00 p.m. on the same Business Day instead; or
- (ii) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the Latest Time for Acceptance. The Latest Time for Acceptance of and payment for the Rights Shares will not take place on the Latest Time for Acceptance, but will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force in Hong Kong at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance does not take place on Tuesday, 2 August 2016, the dates mentioned in the above section headed “Expected timetable” in this Prospectus may be affected. An announcement will be made by the Company in such event.

TERMINATION OF THE UNDERWRITING AGREEMENT

If at any time on or before the Latest Time for Termination:

- (A) the Underwriter shall become aware of the fact that, or shall have reasonable cause to believe that any of the representations, warranties and undertakings in the Underwriting Agreement was untrue, inaccurate, misleading or breached, and in each case the same is (in the reasonable opinion of the Underwriter) material in the context of the Rights Issue; or
- (B) there shall be:
 - (i) any new law or regulation is enacted, or there is any change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere;
 - (ii) any change in local, national or international financial, political, industrial or economic conditions;
 - (iii) any change of an exceptional nature in local, national or international equity securities or currency markets;
 - (iv) any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict;
 - (v) any moratorium, suspension or material restriction on trading in securities generally on the Stock Exchange;
 - (vi) any suspension in the trading of the Shares on the Stock Exchange for a continuous period of 10 trading days (as defined in the Listing Rules); or
 - (vii) any change or development involving a prospective change in taxation or exchange controls in Hong Kong or elsewhere;

which is or are, in the reasonable opinion of the Underwriter:

- (a) likely to have a material adverse effect on the business, financial position or prospects of the Group taken as a whole; or
- (b) likely to have a material adverse effect on the success of the Rights Issue or the level of Rights Shares to be taken up; or
- (c) so material as to make it inappropriate, inadvisable or inexpedient to proceed further with the Rights Issue,

then the Underwriter may, by notice in writing given to the Company on or before the Latest Time for Termination, rescind the Underwriting Agreement and thereupon all obligations of the Underwriter hereunder shall cease and determine and no party 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 (save for any antecedent breaches hereof) and the Rights Issue shall not proceed.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Ng Chi Hoi (Chairman and
Chief Executive Officer)

Ms. Shum Kit Lan Anita

Independent non-executive Directors:

Mr. Hung Cho Sing

Mr. Chan Yik Pun

Ms. Chung Fai Chun

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Headquarter and Principal Place
of Business in Hong Kong:*

19/F, Yat Chau Building

262 Des Voeux Road Central

Hong Kong

19 July 2016

*To the Qualifying Shareholders and for information purposes only,
to the Non-Qualifying Shareholders*

Dear Sir or Madam,

**RIGHTS ISSUE ON THE BASIS OF TWO (2) RIGHTS SHARES
FOR EVERY ONE (1) CONSOLIDATED SHARE HELD ON THE RECORD DATE
AT THE SUBSCRIPTION PRICE OF HK\$0.25 PER RIGHTS SHARE**

INTRODUCTION

Reference is made to the Announcement and the Circular in relation to the Rights Issue. On Monday, 23 May 2016, the Company entered into the Underwriting Agreement with the Underwriter, whereby the Company proposed to raise gross proceeds of approximately HK\$291.05 million, before expenses, by way of the Rights Issue. Pursuant to the Rights Issue, the Company shall allot and issue 1,164,211,204 Rights Shares at the Subscription Price of HK\$0.25 per Rights Share, on the basis of two (2) Rights Shares for every one (1) Consolidated Share held on the Record Date. All the relevant resolutions approving the Rights Issue were duly passed by way of poll at the EGM held on Tuesday, 5 July 2016. The Rights Issue is conditional upon the Share Consolidation which became effective on 6 July 2016. No excess application of the Rights Shares will be available.

The purpose of this Prospectus is to provide the Shareholders with further information in relation to the Rights Issue, including procedures for the acceptance and payment for the Rights Shares, certain financial information and other information in respect of the Company.

LETTER FROM THE BOARD

THE RIGHTS ISSUE

The Company proposed to raise approximately HK\$291.05 million, before expenses, by way of the Rights Issue and details are set out as follows:

Issue Statistics

| | | |
|---|---|--|
| Basis of the Rights Issue | : | Two (2) Rights Shares for every one (1) Consolidated Share held on the Record Date |
| Subscription Price | : | HK\$0.25 per Rights Share |
| Number of Consolidated Shares in issue as at the Latest Practicable Date | : | 582,105,602 Consolidated Shares |
| Number of Rights Shares | : | 1,164,211,204 Rights Shares |
| Number of Rights Shares underwritten by the Underwriter | : | 1,164,211,204 Rights Shares |
| Number of enlarged Consolidated Shares in issue upon completion of the Rights Issue | : | 1,746,316,806 Consolidated Shares |

As at the Latest Practicable Date, the Company has no other derivatives, outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Consolidated Shares.

The Rights Issue is fully underwritten by the Underwriter, who shall ensure that the Company will maintain the minimum public float requirement in compliance with Rule 8.08 of the Listing Rules.

The Rights Shares

As no new Share or Consolidated Share were issued and no Share or Consolidated Share were repurchased by the Company on or before the Record Date, the 1,164,211,204 Rights Shares proposed to be allotted and issued represent: (i) approximately 200% of the issued share capital of the Company as at the Latest Practicable Date; and (ii) approximately 66.7% of the issued share capital of the Company of 1,746,316,806 Consolidated Shares as enlarged by the Rights Shares immediately after completion of the Rights Issue. The aggregate nominal value of the Rights Shares will be HK\$116,421,120.40.

LETTER FROM THE BOARD

Subscription Price

The Subscription Price of HK\$0.25 per Rights Share will be payable in full upon application by a Qualifying Shareholder. The Subscription Price represents:

- (i) a discount of approximately 25.37% to the adjusted closing price of HK\$0.335 per Consolidated Share (calculated based on the closing price of HK\$0.067 per Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Share Consolidation);
- (ii) a discount of approximately 28.57% to the adjusted average closing price of approximately HK\$0.350 per Consolidated Share (calculated based on the closing price of HK\$0.070 per Share as quoted on the Stock Exchange for the last 5 consecutive trading days up to and including the Last Trading Day and adjusted for the effect of the Share Consolidation);
- (iii) a discount of approximately 31.51% to the adjusted average closing price of approximately HK\$0.365 per Consolidated Share (calculated based on the closing price of HK\$0.073 per Share as quoted on the Stock Exchange for the last 10 consecutive trading days up to and including the Last Trading Day and adjusted for the effect of the Share Consolidation);
- (iv) a discount of approximately 10.07% to the theoretical ex-rights price of approximately HK\$0.278 per Consolidated Share based on the adjusted closing price of HK\$0.335 per Consolidated Share (calculated based on the closing price of HK\$0.067 per Share as quoted on the Stock Exchange on the Last Trading Day and adjusted for the effect of the Share Consolidation);
- (v) a discount of approximately 1.96% to the closing price of HK\$0.255 per Consolidated Share as quoted on the Stock Exchange on the Latest Practicable Date; and
- (vi) a discount of approximately 25.60% to the unaudited net asset value per Share of approximately HK\$0.336 as at 30 June 2016.

Basis of determining the Subscription Price and the subscription ratio

The Subscription Price was arrived at after arm's length negotiation between the Company and the Underwriter with reference to, among other things, the market price of the Shares under the prevailing market conditions and the financial position of the Group. As all Qualifying Shareholders will be provisionally allotted the Rights Shares in the same proportion to his/her/its existing shareholding in the Company held on the Record Date, the Directors consider that the discount of the Subscription Price would encourage the Qualifying Shareholders to take up their provisional allotments so as to maintain their shareholdings in the Company and participate in the future growth of the Group. The Directors consider that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Given that the discount of the Subscription Price and the basis of two (2) Rights Shares for every one (1) Consolidated Share: (i) can provide an incentive for the Qualifying Shareholders to take up the Rights Shares to which they are provisionally allotted as the Company has funding needs; and (ii) can induce the Underwriter to participate in the underwriting of the Underwritten Shares, the Directors are of the view that the current structure of the Rights Issue is fair and reasonable. The net price per Rights Share after deducting the relevant expenses of the Rights Issue will be approximately HK\$0.24.

In addition, the Board considered and noted that the discount structure of the Rights Issue is a commercial decision of the Company which is required to be approved and has been approved, as part of the terms of the Rights Issue, by the Independent Shareholders at the EGM. The Shareholders' interests are safeguarded by the fact that the Independent Shareholders, before exercising their respective voting rights, will be advised by the Independent Board Committee (comprising all independent non-executive Directors) and the independent financial adviser. The Independent Shareholders can then make an informed decision as to whether to vote in favour of the Rights Issue on the terms proposed. Following the approval of the Rights Issue at the EGM, it is unlikely that those Independent Shareholders voting in favour of the Rights Issue would subsequently choose not to subscribe for their provisional allotments of the Rights Issue.

The Directors have approached three other underwriters regarding a proposed rights issue for the Company to raise the required funds, however no positive feedback was received by the other three underwriters. The Directors have considered, among other factors: (i) the terms of the rights issue proposed by the underwriters; and (ii) the terms of the underwriting agreement including but not limited to the underwriting commission, in selecting the underwriter.

Having considered, among other factors: (i) the funding needs of the Company; (ii) each Qualifying Shareholder will be provisionally allotted the Rights Shares in proportion to his/her/its shareholding held on the Record Date; (iii) the structure of the Rights Issue is required to be approved by the Independent Shareholders at the EGM, which has been obtained as at the date of this Prospectus; (iv) Qualifying Shareholders who do not take up in full their assured entitlement under the Rights Issue have the opportunity to dispose of and realise their nil-paid Rights Shares on the Stock Exchange, subject to the then prevailing market conditions; (v) the Qualifying Shareholders who wish to increase their shareholdings in the Company through the Rights Issue may, subject to availability, acquire additional nil-paid Rights Shares in the market and (vi) the terms of the rights issue proposed by other underwriters, the Directors are of the view that the terms of the Rights Issue are fair and reasonable and in the interests of the Shareholders despite: (i) the potential dilution impact on those Qualifying Shareholders who do not take up the Rights Shares to which they are provisionally allotted; and (ii) the discount of the Subscription Price to the Company's net asset value per Share with reference to the rights issue exercises of other companies listed on the Stock Exchange.

Basis of provisional allotment

The basis of the provisional allotment shall be two (2) Rights Shares for every one (1) Consolidated Share held on the Record Date, being 1,164,211,204 Rights Shares. 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 with the Registrar by the Latest Time for Acceptance.

LETTER FROM THE BOARD

Qualifying Shareholders

The Rights Issue will only be available to the Qualifying Shareholders. The Company will send the Prospectus Documents to the Qualifying Shareholders and the Prospectus, for information only, to the Non-Qualifying Shareholders.

To qualify for the Rights Issue, the Shareholders must at the close of business on the Record Date: (a) be registered on the register of members of the Company; and (b) not being the Non-Qualifying Shareholders.

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.

According to the register of members of the Company on the Record Date, there were 239 Overseas Shareholders whose registered addresses are in the PRC, representing approximately 0.57% of the total issued Consolidated Shares as at the Latest Practicable Date.

In compliance with the necessary requirements of the Listing Rules, the Company has made enquiries regarding the feasibility of extending the Rights Issue to the Overseas Shareholders. Based on the advice provided by the Company's legal adviser as to the laws of the PRC, the laws of the PRC impose application requirement for approval if there are more than 200 shareholders in the PRC. Due to the time and costs involved in the compliance with the applicable legal or regulatory requirements if the Rights Issue were to be lawfully made to the Overseas Shareholders, the Board has formed the view that it is inexpedient to extend the Rights Issue to the 239 Overseas Shareholders in the PRC, who will accordingly be Non-Qualifying Shareholders.

Arrangements will be made for the 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 Rights Shares in their nil-paid form commence and before dealings in the Rights Shares in their nil-paid form end, if a premium (net of expenses) can be obtained. The proceeds of such sale, less expenses, will be retained for the benefit of the Company. Any unsold entitlement of the Non-Qualifying Shareholders to the Rights Shares, and any Rights Shares provisionally allotted but not accepted by the Qualifying Shareholders or otherwise subscribed for by transferees of the nil-paid Rights Shares, will be taken up by the Underwriter.

Those Qualifying Shareholders who do not take up the Rights Shares to which they are provisionally allotted and the Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted upon completion of the Rights Issue.

Ranking of the Rights Shares

The Rights Shares, when allotted, issued and fully-paid, will rank pari passu in all respects with the Consolidated 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

LETTER FROM THE BOARD

with a record date which falls on or after the date of allotment and issue of the Rights Shares. Dealings in the Rights Shares, which are registered in the register of members of the Company in Hong Kong, will be subject to payment of stamp duty and other applicable fees and charges in Hong Kong.

Fractions of the Rights Shares

On the basis of two (2) Rights Shares for every one (1) Consolidated Share held on the Record Date, no fractional allotments to the Rights Shares will arise under the Rights Issue.

Share certificates and refund cheques for the Rights Shares

Subject to the fulfilment of the conditions of the Rights Issue, share certificates for all Rights Shares are expected to be posted to the Qualifying Shareholders who have accepted and applied for and paid for the Rights Shares on or before Wednesday, 10 August 2016 by ordinary post at their own risk. If the Rights Issue is terminated, refund cheques will be posted on or before Wednesday, 10 August 2016 by ordinary post at the respective Shareholders' own risk.

Application for the Rights Shares

The PAL in respect of the Rights Shares will be enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Rights Shares as shown therein by completing such form and lodging the same with a remittance for the Rights Shares being taken up with the Registrar by the Latest Time for Acceptance.

Procedures for Acceptance and Payment for the Rights Shares

Qualifying Shareholders will find enclosed with this Prospectus a PAL which entitles the Qualifying Shareholders to subscribe for the number of Rights Shares shown therein. **If the Qualifying Shareholders wish to exercise their rights to subscribe for all the Rights Shares specified in the PALs, the Qualifying Shareholders must lodge the PALs in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance, with the Registrar by no later than 4:00 p.m. on Tuesday, 2 August 2016. All remittances must be made by cheques or cashier's orders in Hong Kong dollars. Cheques must be drawn on an account with, and cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Unity Investments Holdings Limited – Rights Issue Account" and crossed "ACCOUNT PAYEE ONLY".**

It should be noted that unless the duly completed PAL, together with the appropriate remittance, have been lodged with the Registrar by no later than 4:00 p.m. on Tuesday, 2 August 2016, whether by the original allottee or any person in whose favour the rights have been validly transferred, the relevant provisional allotment and all rights and entitlements thereunder will be deemed to have been declined and will be cancelled.

If the Qualifying Shareholders wish to accept only part of their provisional allotment or transfer a part of their rights to subscribe for the Rights Shares provisionally allotted to them under the PAL or to transfer all or part of their rights to more than one person, the PAL must be surrendered for cancellation by not later than 4:30 p.m. on Monday, 25 July 2016 to the Registrar, who will cancel the original PAL and issue new PALs in the denomination required.

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The PAL contains further information regarding the procedures to be followed for Qualifying Shareholders who wish to accept the whole or part of their provisional allotment. All cheques and cashier's orders accompanying completed PALs will be presented for payment immediately upon receipt and all interest earned on such monies (if any) will be retained for the benefit of the Company. Completion and return of a PAL with a cheque or a cashier's order will constitute a warranty by the applicant that the cheque or the cashier's order will be honoured on first presentation. Without prejudice to the other rights of the Company in respect thereof, the Company reserves the right to reject any PAL in respect of which the accompanying cheque or cashier's order is dishonoured on first presentation, and, in such event, the relevant provisional allotment and all rights and entitlements given pursuant to which will be deemed to have been declined and will be cancelled.

No receipt will be issued for any monies received in respect of the provisional allotments. If the Underwriting Agreement is terminated before the Latest Time For Termination, the Rights Issue will not proceed and the monies received in respect of the relevant provisional allotments will be returned to the relevant persons without interest, by means of cheques despatched by ordinary post to their registered addresses at their own risk on or before Wednesday, 10 August 2016.

Taxation

Qualifying Shareholders are recommended to consult their professional advisers if they are in any doubt as to the tax implications of the holding or disposal of, or dealing in the Rights Shares (in both their nil-paid and fully-paid forms) and, as regards the Non-Qualifying Shareholders, their receipt of the net proceeds of sale of the nil-paid rights otherwise falling to be issued to them under the Rights Issue. It is emphasised that none of the Company, its Directors or any other parties involved in the Rights Issue accepts responsibility for any tax effects or liabilities of the holders of the Rights Shares resulting from the purchase, holding or disposal of, or dealing in, the Rights Shares (in both their nil-paid and fully-paid forms).

Application for listing of the Rights Shares

The Company has applied to the Listing Committee for the listing of and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms. Dealings in the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange will be subject to the payment of stamp duty (if any) in Hong Kong and any other applicable fees and charges in Hong Kong. Rights Shares in both nil-paid and fully-paid forms will be traded in board lots of 10,000 Consolidated Shares.

Subject to the granting of the approval for the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange, the Rights Shares in both 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 commencement date of dealings in the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange or such other date 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 settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

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All necessary arrangements will be made to enable the Rights Shares to be admitted into CCASS. No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

UNDERWRITING AGREEMENT

Underwriting Agreement : 23 May 2016 (after trading hours)
Date

Underwriter : Suncorp Securities

Number of Rights Shares to : 1,164,211,204 Rights Shares
be underwritten

Under the Underwriting Agreement, the Rights Issue is fully underwritten by the Underwriter and the Underwriter shall procure that any subscribers procured by them shall be Independent Third Parties and shall not become Substantial Shareholders holding 10% or more shareholding in the Company immediately after completion of the Rights Issue.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Underwriter and their ultimate beneficial owners are Independent Third Parties. As at the date of the Underwriting Agreement, the Underwriter is not interested in any Shares.

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Underwriting commission

The Company will pay the Underwriter an underwriting commission of 1.5% of the aggregate Subscription Price in respect of the maximum number of the underwritten Rights Shares agreed to be underwritten by the Underwriter as determined on the Record Date. The commission rate was determined after arm's length negotiation between the Company and the Underwriter by reference to the market rate, the size of the Rights Issue and the current and expected market condition. The Directors (including the independent non-executive Directors) are of the view that the terms of the Underwriting Agreement, including the commission, accord with the market practice, and are fair and reasonable so far as the Company and the Shareholders are concerned.

Termination of the Underwriting Agreement

Information on the termination of the Underwriting Agreement has been set out in the section headed "Termination of the Underwriting Agreement" in this Prospectus.

Conditions of the Rights Issue

The Rights Issue is conditional upon the fulfillment of the following conditions:

- (a) the Share Consolidation becoming effective;
- (b) the passing by the Independent Shareholders at the EGM of the necessary resolution(s) approving, among others, the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Rights Shares;
- (c) the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one duly certified copy of each of the Prospectus Documents (and all other documents required to be attached thereto) not later than the Posting Date and in compliance with the Listing Rules and the Companies Ordinance;
- (d) the posting of the Prospectus Documents to the Qualifying Shareholders;
- (e) the Listing Committee granting or agreeing to grant (subject to allotment), and not having revoked, listing of, and permission to deal in the Rights Shares, in nil-paid and fully-paid forms;
- (f) compliance with and performance of all the undertakings and obligations by the Company under the terms of the Underwriting Agreement;

and that in the event of the above conditions not being fulfilled on or before the Latest Time of Termination (or such later date or dates as may be agreed between the Company and the Underwriter) or if the Underwriting Agreement shall be terminated pursuant to section headed

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“TERMINATION AND FORCE MAJEURE” in the Underwriting Agreement, all obligations and liabilities of the parties hereunder shall forthwith cease and determine and no party shall have any claim against the other (save for any antecedent breaches hereof).

As at the Latest Practicable Date, conditions (a) and (b) have been fulfilled. The Company shall use all reasonable endeavours to procure the fulfilment of the other abovementioned conditions and in particular shall furnish such information, supply such documents, pay such fees, give such undertaking and do all such acts and thing as may be necessary in connection with the terms of the Underwriting Agreement. As at the Latest Practicable Date, the Underwriter has no intention to terminate the Underwriting Agreement.

REASONS FOR THE RIGHTS ISSUE AND USE OF PROCEEDS

The Company is an investment company under Chapter 21 of the Listing Rules with the primary objective of achieving earnings in the form of medium-term to long-term capital appreciation by investing in listed and unlisted companies in Hong Kong, PRC and other main markets around the world. Owing to the nature of the Group’s business which is investment, the Group requires extensive cash to grow. Unlike other companies with constant cash income from operations, investments of Chapter 21 investment companies do not necessarily generate extensive cash income. In order to increase the size of its investment portfolio, the Company will require cash in order to make new investments.

The Directors are of the view that the proceeds of the Rights Issue will: (i) increase the fund size of the Company, which is practical and efficient in terms of economies of scale when making investments; (ii) strengthen the cash position of the Group; and (iii) will enable the Group to be in a more advantageous position to promptly capture potential investment opportunities when they arise.

Based on the consolidated financial information of the Group for the financial years ended 31 December 2014 and 2015, as extracted from the annual reports of the Company, the profit attributable to equity holders of the Company was approximately HK\$267.91 million and approximately HK\$112.69 million respectively, therefore recorded profitable performance for two consecutive years.

The Board considers that it is the intention of the Group to expand its portfolio and the Group’s current financial position is not sufficient for the Group to seize future investment opportunities which may arise any time for expanding its investment portfolios and business without additional funding. Therefore, the Board are of the view that the Rights Issue will enable the Group to strengthen its capital base and enhance its financial position for future strategic investments. Furthermore, the Rights Issue will give the Qualifying Shareholders the opportunity to maintain their respective pro-rata shareholding interests in the Company and participate in the growth and development of the Company. Accordingly, the Directors are of the view that fund raising through the Rights Issue is in the interests of the Company and the Shareholders as a whole. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are provisionally allotted should note that their shareholdings in the Company will be diluted.

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The gross proceeds of the Rights Issue will be approximately HK\$291.05 million, before expenses. The estimated net proceeds of the Rights Issue will be approximately HK\$280.05 million. The net price per Rights Share after deducting the relating expenses of Rights Issue will be approximately HK\$0.24.

The Company intends to apply such net proceeds from the Rights Issue in the following manner:

- (i) approximately HK\$270.00 million for investment in listed securities in various industries including but not limited to natural resources, industrial, health and pharmaceutical, forestry, retail, communication technology, media, online and mobile game businesses, financial institutions, software and information technology, and manufacture of juvenile and infant products;
- (ii) approximately HK\$10.05 million for general working capital of the Group for the coming two years.

Other fund raising alternatives

The Board has considered other fund raising alternatives before resolving to the Rights Issue, including but not limited to debt financing, placing of new Shares and open offer.

Debt financing or bank loans would result in additional interest burden to and higher gearing ratio of the Group. The Company has attempted to obtain loan financing from its three principal bankers for financing its principal business, however, those bankers indicated that it was unlikely for the Company to obtain loan financing from them without any asset pledge or at favourable terms. Therefore, given the fund raising size and the business scale of the Company, the Directors consider that it will not be feasible for the Company to obtain the required amount from bank financing at favourable terms.

Placing of new Shares would only be available to certain places who were not necessarily the existing Shareholders and would dilute the shareholding of the existing Shareholders.

Although an open offer is similar to a rights issue, an open offer would not provide an additional option to those Qualifying Shareholders who do not wish to take up their allotments to sell their provisionally allotted nil-paid Rights Shares. Furthermore, those Qualifying Shareholders who wish to increase their shareholding interests in the Company cannot acquire additional nil-paid Rights Shares in the market in the case of an open offer.

The Board considers that the Rights Issue is in the interest of the Company and the Shareholders as a whole as: (i) Qualifying Shareholders have the option to subscribe the Rights Shares at their sole discretion; (ii) Qualifying Shareholders who do not take up their allotments can sell the nil-paid Rights Shares in the market; and (iii) the Rights Issue offers all the Qualifying Shareholders an equal opportunity to participate in the enlarged capital base of the Company and enables the Qualifying Shareholders to maintain their proportionate interests in the Company and continue to participate in the future development of the Company should they wish to do so.

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Having considered and evaluated that all Qualifying Shareholders can have an equal opportunity to maintain their interests in the Company and that the Rights Issue will not increase the future finance costs of the Group, the Directors are of the view that raising funds by way of the Rights Issue is a better option over the other alternative fund-raising methods as set out above.

In view of the above, the Directors consider that the Rights Issue to be fair and reasonable and in the interests of the Company and the Shareholders as a whole.

SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structures of the Company before and after the Rights Issue:

| | As at the Latest Practicable Date | | Immediately after completion of the Rights Issue | | | |
|-------------------------------|-----------------------------------|----------------------|--|----------------------|--|----------------------|
| | | | Assuming all the Rights Shares are subscribed for by the Qualifying Shareholders | | Assuming none of the Rights Shares are subscribed for by the Qualifying Shareholders | |
| | <i>No. of Consolidated Shares</i> | <i>Approximate %</i> | <i>No. of Consolidated Shares</i> | <i>Approximate %</i> | <i>No. of Consolidated Shares</i> | <i>Approximate %</i> |
| Underwriter (<i>Note 1</i>) | – | – | – | – | 1,164,211,204 | 66.7% |
| Public Shareholders | 582,105,602 | 100.00% | 1,746,316,806 | 100.00% | 582,105,602 | 33.3% |
| | <u>582,105,602</u> | <u>100.00%</u> | <u>1,746,316,806</u> | <u>100.00%</u> | <u>1,746,316,806</u> | <u>100.00%</u> |

Notes:

1. Pursuant to the Underwriting Agreement, the Underwriter shall enter into sub-underwriting agreements such that none of the Underwriter and the sub-underwriters (together with parties acting in concert with each of them) will hold 10% or more of the issued share capital of the Company immediately after completion of the Rights Issue.
2. The Underwriter irrevocably undertakes to the Company that if the Underwriter or any of the sub-underwriter is required to take up the Rights Shares pursuant to their underwriting/sub-underwriting obligations:
 - (a) the Underwriter will not trigger a mandatory offer obligation under Rule 26 of Takeovers Code on the part of the Underwriter in respect of performing its obligations hereunder;
 - (b) the Underwriter shall and shall cause the sub-underwriter to procure subscribers independent of the Company and its connected persons to take up such number of Rights Shares as may be necessary to ensure that the public float requirements under the Listing Rules are complied with;
 - (c) none of the persons to be procured by the Underwriter to subscribe for the untaken Underwritten Shares will be holding 10% or more of the total issued shares of the Company immediately after completion of the Rights Issue; and
 - (d) the Underwriter shall use its reasonable endeavours to ensure that the subscribers for the untaken Underwritten Shares are independent of and not connected with the Company and its connected persons and are not a party acting in concert with each other.
3. The table shown above is for illustrative purpose only.

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As at the Latest Practicable Date, the existing public Shareholders hold as to approximately 100.00% of the entire issued share capital of the Company. Upon completion of the Rights Issue (assuming none of the Rights Shares are subscribed by the Qualifying Shareholders), the existing public Shareholders hold as to 33.3% of the entire enlarged issued share capital of the Company.

Qualifying Shareholders who do not take up the Rights Shares to which they are entitled and the Non-Qualifying Shareholders should note that their shareholdings in the Company will be diluted upon completion of the Rights Issue. The possible maximum dilution to shareholdings of those Qualifying Shareholders who do not subscribe to the Rights Issue is approximately 66.7%.

As discussed with the Underwriter, in the event that there is insufficient public float of the Company within the meaning of the Listing Rules immediately upon completion of the Rights Issue solely because of the Underwriter's performance of its obligations pursuant to the Underwriting Agreement, the Underwriter undertakes with the Company to take appropriate steps that: (i) it shall use all reasonable endeavours to provide that each of the subscribers or purchasers of Underwritten Shares procured by it shall be Independent Third Parties; (ii) the Underwriter will enter into sub-underwriting agreements such that none of the Underwriter and the sub-underwriters (together with parties acting in concert with each of them) will hold 10% or more of the issued share capital of the Company immediately after the Rights Issue; and (iii) the Underwriter shall and shall cause the sub-underwriters to procure independent places to take up such number of Rights Shares as necessary to ensure that the public float requirements under Rule 8.08 of the Listing Rules are complied with immediately after the completion of the Rights Issue.

As shown in the table above, in the event that none of the Rights Shares are subscribed for by the Qualifying Shareholders, at least 25% of the total issued share capital of the Company will be held by public under all circumstances upon completion of the Rights Issue. To the extent that the Underwriter subsequently enters into any sub-underwriting arrangements, the Underwriter shall use its best endeavours to ensure that each subscriber and/or sub-underwriter is an Independent Third Party and will not hold more than 10% of the equity interest and voting rights in the Company upon completion of the Rights Issue.

WARNING OF THE RISK OF DEALINGS IN SHARES, CONSOLIDATED SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors should note that the Rights Issue is conditional upon the Underwriting Agreement having become unconditional and the Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof. Accordingly, the Rights Issue may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares or the Consolidated Shares, and if they are in any doubt about their position, they should consult their professional advisers.

Shareholders should note that the Consolidated Shares have been dealt in on an ex-rights basis commencing from Thursday, 7 July 2016 and that dealings in the Rights Shares in the nil-paid form will take place while the conditions to which the Underwriting

LETTER FROM THE BOARD

Agreement is subject to remain unfulfilled. Any Shareholder or other person dealings in Consolidated Shares and/or nil-paid Rights Shares up to the date on which all conditions to which the Rights Issue is subject to are fulfilled (which is expected to be at 4:00 p.m. on Friday, 5 August 2016), will accordingly bear the risk that the Rights Issue cannot become unconditional and may not proceed. Rights Shares in their nil-paid and fully-paid forms will be traded in board lots of 10,000 Consolidated Shares. Any Shareholder or other person contemplating to sell or purchase any Shares, Consolidated Shares and/or nil-paid Rights Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

FUND RAISING EXERCISES OF THE COMPANY IN THE PAST 12 MONTHS

The Company has not carried out any fund raising exercises in the past 12 months immediately preceding the Latest Practicable Date.

As at the Latest Practicable Date and to the best of the Directors' knowledge, information and belief, the Company is not considering any equity fund raising exercise during the next 12 months from the Latest Practicable Date. To the best of the Directors' knowledge, information and belief, the proceeds from Rights Issue and the internal funding of the Company can satisfy the Company's expected funding needs for the next 12 months from the Latest Practicable Date.

LISTING RULES IMPLICATIONS

Since the Rights Issue will increase the issued share capital of the Company by more than 50%, in accordance with Rule 7.24(5) of the Listing Rules, the Rights Issue must be made conditional on, amongst other things, the approval by the Independent Shareholders at which any Controlling Shareholders and their respective associates or, where there are no Controlling Shareholders, the Directors (excluding the independent non-executive Directors) and the chief executive of the Company, and their respective associates shall abstain from voting in favour of the Rights Issue.

The Rights Issue has been duly approved by the Independent Shareholders.

ADDITIONAL INFORMATION

Your attention is drawn to the information set out in the appendices to this Prospectus.

Yours faithfully,
By order of the Board
Unity Investments Holdings Limited
Ng Chi Hoi
Chairman and Chief Executive Officer

1. FINANCIAL INFORMATION

Financial information of the Group for the years ended 31 December 2013, 31 December 2014 and 31 December 2015 are disclosed on pages 42-107 of the 2013 annual report published on 3 April 2014, pages 43-119 of the 2014 annual report published on 21 April 2014 and pages 39-115 of the 2015 annual report published on 13 April 2015 respectively, which are published on both the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (www.unity913.com). Please refer to the hyperlinks as stated below:

2013 annual report:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2014/0403/LTN20140403620.pdf>

2014 annual report:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2015/0421/LTN20150421676.pdf>

2015 annual report:

<http://www.hkexnews.hk/listedco/listconews/SEHK/2016/0413/LTN20160413262.pdf>

2. INDEBTEDNESS OF THE GROUP

As at the close of business on 30 June 2016, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this Prospectus, the Group had no borrowing and no credit facilities obtained from financial institutions, except for a margin payable of approximately HK\$44,000, which is secured by listed securities of approximately HK\$19.1 million. Assets of the Group, except for the aforesaid pledged listed securities of approximately HK\$19.1 million, were free from any form of legal charge. As at the close of business on 30 June 2016, the Group did not have significant contingent liabilities.

Save as aforesaid or as otherwise disclosed herein and apart for intra-group liabilities, as at the close of business on 30 June 2016, the Group did not have other outstanding mortgages, charges, debentures or other loan capital, bank overdrafts or loans, other similar indebtedness, finance lease or hire purchase commitments, liabilities under acceptance or acceptable credits, guarantees or other material contingent liabilities.

3. WORKING CAPITAL STATEMENT

Taking into account the amount of the Rights Issue and the financial resources available to the Group the Directors are of the opinion that the Group will have sufficient working capital to satisfy its requirements for the next twelve months from the date of this Prospectus in the absence of unforeseeable circumstances.

4. MATERIAL ADVERSE CHANGE

According to the Company's announcement date 11 July 2016 in relation to profit warning, the Group is expected to record a consolidated net loss for the six months ended 30 June 2016 as compared to the unaudited consolidated net profit for the six months ended 30

June 2015, which was mainly attributable to the net effect of decrease in realised loss on listed investments from approximately HK\$9.9 million for the six months ended 30 June 2015 to approximately HK\$1.5 million for the six months ended 30 June 2016, and change from unrealised gain on listed investments of approximately HK\$582.3 million for the six months ended 30 June 2015 to unrealised loss of approximately HK\$66.6 million for the six months ended 30 June 2016.

As at the Latest Practicable Date, save for the aforesaid loss position expected to be recorded by the Company for the six months ended 30 June 2016, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2015, being the date to which the latest published audited consolidated financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS

At long last, the US Federal Reserve in mid-December 2015 raised interest rates and kicked off what is expected to be the first in a series of hikes that will likely extend into 2016 and beyond, bringing rates above their near-zero threshold for the first time since 2008. But after months of lift-off delays and plenty of criticism from doves and hawks alike, Federal Reserve Chairwoman Janet Yellen's long-awaited rate increase seems to be more symbolic than anything else. The actual adjustment will only boost rates about 0.25 per cent. Moreover, the sharp falling of global stock markets and the introduction of negative interest rate by Japan in January 2016 will likely slow down the US interest rate normalization. There was no movement in US Federal rate since January 2016.

The eurozone's monetary policymakers have kept low interest rates, with the slump in oil prices not yet severe enough to push borrowing costs in the single currency area to fresh lows in the first three quarters of the Year. The governing council of the European Central Bank ("ECB") eventually decreased its benchmark main refinancing rate and deposit rate to 0.05 per cent and minus 0.3 per cent respectively, in December 2015, and subsequently further to 0 per cent and minus 0.4 per cent respectively on 16 March 2016. There was no movement in the above ECB rates since March 2016.

While the above ECB's decision was widely expected, some analysts believe it is only a matter of time before global economic conditions force the ECB to unleash another fresh round of monetary stimulus.

Worries about China's economic strength are at the heart of certain investors. After more than a decade of double-digit growth, during which it overtook Japan to become the world's second largest economy, things have inevitably slowed down. Last year China's gross domestic product officially expanded by 6.9%, the slowest pace for 25 years. Other economic data from China has underscored the country's significant task of rebalancing the economy away from reliance on its vast manufacturing sector and exports to a more diverse mix. The move in China's currency is also another focus in the global economic and investment markets.

Although the Group has kept recording a satisfactory financial result in the past year, in view of the uncertainties mentioned above, the Board will continue to monitor the market dynamics closely and adopt a conservative approach on investments, so as to further enhance value for the Shareholders.

UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

The unaudited pro forma financial information of the Group (the “Unaudited Pro Forma Financial Information”) has been prepared in accordance with paragraph 4.29(1) of the Listing Rules set out below to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group as if they had taken place on 31 December 2015.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purposes only, and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to owners of the Company had the Rights Issue been completed as at 31 December 2015 or at any future date.

The following Unaudited Pro Forma Financial Information of the adjusted consolidated net tangible assets of the Group attributable to owners of the Company is prepared based on the audited consolidated net tangible assets of the Group attributable to owners of the Company as at 31 December 2015, extracted from the published audited report of the Group for the year ended 31 December 2015, with adjustment described below:

Taking into account 582,105,602 Consolidated Shares in issue as at the Latest Practicable Date, and there will be no change in the issued share capital of the Company from the Latest Practicable Date to the date of the Record Date, 1,164,211,204 Offer Shares will be issued under the Rights Issue.

| | Audited consolidated net tangible assets attributable to owners of the Company as at 31 December 2015 <i>HK\$'000</i> <i>(Note 1)</i> | Unaudited estimated net proceeds from the Rights Issue <i>HK\$'000</i> <i>(Note 2)</i> | Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company as at 31 December 2015 <i>HK\$'000</i> | Unaudited consolidated net tangible assets attributable to owners of the Company per Share before the completion of the Rights Issue <i>HK\$</i> <i>(Note 3)</i> | Unaudited pro forma adjusted consolidated net tangible assets attributable to owners of the Company per Share immediately after completion of the Rights Issue <i>HK\$</i> <i>(Note 4)</i> |
|---|---|---|--|--|---|
| Based on 1,164,211,204 Rights Shares at subscription price of HK\$0.25 per Rights Share | 1,043,431 | 280,050 | 1,323,481 | 1.79 | 0.76 |

APPENDIX II UNAUDITED PRO FORMA FINANCIAL INFORMATION OF THE GROUP

Notes:

- (1) The audited consolidated net tangible assets attributable to owners of the Company as at 31 December 2015 has been extracted from the published annual report of the Company for the year ended 31 December 2015.
- (2) The estimated net proceeds from the Rights Issue is approximately HK\$280,050,000 are based on 1,164,211,204 Rights Shares to be issued at the Subscription Price of HK\$0.25 per Rights Share and after deducting estimated related expenses, including among others, legal and professional fees, which are directly attributable to the Rights Issue, of approximately HK\$11,002,000.
- (3) The unaudited consolidated net tangible assets of the Group per share attributable to the owners of the Company before the completion of the Rights Issue is determined based on the audited consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2015 of approximately HK\$1,043,431,000 as disclosed in note 1 above, divided by 582,105,602 Consolidated Shares (assuming the Share Consolidation become effective on 31 December 2015) of the Company in issue as at 31 December 2015.
- (4) The unaudited pro forma adjusted consolidated net tangible assets of the Group after the completion of the Rights Issue per share is determined based on the unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company as at 31 December 2015 for the Rights Issue of approximately HK\$1,323,481,000 divided by 1,746,316,806 Shares which comprise 582,105,602 Consolidated Shares (assuming the Share Consolidation become effective on 31 December 2015) in issue as at 31 December 2015 and 1,164,211,204 Rights Shares to be issued after the completion of the Rights Issue.
- (5) No adjustment has been made to reflect any trading results or other transactions of the Group subsequent to 31 December 2015.

Set out below is the text of a letter received from Elite Partners CPA Limited, the Independent Reporting Accountants to the Board of Directors in respect of the Rights Issue for the purpose of inclusion in this Prospectus.



The Board of Directors
Unity Investments Holdings Limited
19/F, Yat Chau Building,
262 Des Voeux Road Central,
Kowloon, Hong Kong

Dear Sirs,

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Unity Investments Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (“Directors”) for illustrative purposes only. The pro forma financial information consists of the unaudited pro forma consolidated net tangible assets as at 31 December 2015, and related notes (the “Unaudited Pro Forma Financial Information”) as set out in Appendix II of the prospectus issued by the Company. The applicable criteria on the basis of which the Directors have compiled the Unaudited Pro Forma Financial Information are described in Appendix II of this prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the rights issue on the basis of two rights share at the subscription price of HK\$0.25 per rights share (the “Rights Share”) for every one consolidated share held on the record date (the “Rights Issue”) as if the transaction had taken place as at 31 December 2015. As part of this process, information about the consolidated statement of financial position of the Group as at 31 December 2015, as extracted from the published annual report of the Company for the year ended 31 December 2015 dated 23 March 2016.

Directors’ Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”).

Reporting Accountants' Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "*Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus*" issued by the HKICPA. This standard requires that the reporting accountants comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of Unaudited Pro Forma Financial Information included in a prospectus is solely to illustrate the impact of the significant transaction on consolidated net tangible assets of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 31 December 2015 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The Unaudited Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgement, having regard to the reporting accountants' understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled by the Directors on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,
Elite Partners CPA Limited
Certified Public Accountants
Yip Kai Yin
Practising Certificate Number: P05131

Hong Kong, 19 July 2016

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors and the directors of the Investment Manager collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors and the directors of the Investment Manager, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or in this Prospectus misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company: (i) as at the Latest Practicable Date; and (ii) immediately following the completion of the Rights Issue are as follows:

(i) As at the Latest Practicable Date

| | | |
|---|--------------------------------------|-------------------------|
| <i>Authorised:</i> | | <i>HK\$</i> |
| <u>20,000,000,000</u> | Consolidated Shares of HK\$0.10 each | <u>2,000,000,000.00</u> |
| <i>Issued and fully paid or credited as fully paid:</i> | | <i>HK\$</i> |
| <u>582,105,602</u> | Consolidated Shares of HK\$0.10 each | <u>58,210,560.20</u> |

(ii) Immediately following the completion of the Rights Issue

| | | |
|---|---|-------------------------|
| <i>Authorised:</i> | | <i>HK\$</i> |
| <u>20,000,000,000</u> | Consolidated Shares of HK\$0.10 each | <u>2,000,000,000.00</u> |
| <i>Issued and fully paid or credited as fully paid:</i> | | <i>HK\$</i> |
| 582,105,602 | Consolidated Shares as at the Latest Practicable Date | 58,210,560.20 |
| <u>1,164,211,204</u> | Rights Shares to be allotted and issued pursuant to the Rights Issue | <u>116,421,120.40</u> |
| <u>1,746,316,806</u> | Consolidated Shares in issue immediately after completion of the Rights Issue | <u>174,631,680.60</u> |

No capital of any member of the Group was under option, or agreed conditionally or unconditionally to be put under option as at the Latest Practicable Date.

All Rights Shares, when allotted and issued, shall rank pari passu with each other and in all respects with each other in all respects including rights to dividends, voting and return of capital. All Rights Shares to be issued will be listed on the Stock Exchange.

The issued Consolidated Shares are listed and traded on Stock Exchange. None of the securities of the Company is listed, or dealt in, on any other exchange, nor is any listing of or permission to deal in the securities of the Company being, or proposed to be, sought on any other stock exchange.

As at the Latest Practicable Date, there were no arrangement under which future dividends are waived or agreed to be waived.

As at the Latest Practicable Date, the Company has no other derivatives, outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

3. DISCLOSURE OF INTERESTS

(a) Directors' and chief executives' interests and short positions

As at the Latest Practicable Date, none of the Directors or the chief executive of the Company had any interests or short position in the Consolidated Shares, underlying Consolidated Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO), or which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by directors of Listed Issuers contained in the Listing Rules.

(b) Interest of substantial shareholders

As at the Latest Practicable Date, so far as is known to the Directors and the chief executives of the Company, each of the following persons (other than a Director or chief executive of the Company) had an interest or a short position in the Consolidated Shares or underlying Consolidated Shares which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any members of the Company and were recorded in the register to be kept under section 336 of the SFO:

Long positions in the Consolidated Shares and underlying Consolidated Shares of the Company and its associated corporations:

| Name | Capacity | Number of Consolidated Shares held | Percentage of issued share capital |
|--------------------------------------|----------|------------------------------------|------------------------------------|
| Suncorp Securities (<i>Note 1</i>) | Others | 1,164,211,204 (<i>Note 2</i>) | 66.7% (<i>Note 3</i>) |

Notes:

1. Suncorp Securities entered into the Underwriting Agreement with the Company, pursuant to which Suncorp Securities agreed to underwrite 1,164,211,204 Rights Shares.
2. The 1,164,211,204 Consolidated Shares are the Rights Shares which Suncorp Securities as the underwriter is interested under the Underwriting Agreement on the assumption of no acceptance by the Qualifying Shareholders under the Rights Issue.
3. The percentage is calculated based on the enlarged issued share capital of the Company upon the completion of the Rights Issue, being 1,746,316,806 Consolidated Shares.

4. DIRECTORS' INTEREST IN SERVICE CONTRACTS

Pursuant to the appointment letter entered into between Mr. Ng Chi Hoi and the Company dated 3 December 2014, Mr. Ng is not appointed for a specific term but he will be subject to retirement by rotation and eligible for re-election pursuant to the Articles. Mr. Ng is entitled to a remuneration of HK\$455,000 per annum, which is determined by remuneration committee of the Company, with delegated responsibility from the Board, by reference to his duties and responsibilities with the Company, his experience and the prevailing practice in the market. Subsequently approved by the Board, Mr. Ng's remuneration was adjusted to HK\$546,000 per annum with effect from 1 January 2016.

Pursuant to the appointment letter entered into between Ms. Shum Kit Lan Anita and the Company dated 6 November 2014, Ms. Shum is not appointed for a specific term but she will be subject to retirement by rotation and eligible for re-election pursuant to the Articles. Ms. Shum is entitled to a remuneration of HK\$360,000 per annum, which is determined by remuneration committee of the Company, with delegated responsibility from the Board, by reference to her duties and responsibilities with the Company, her experience and the prevailing practice in the market. Subsequently approved by the Board, Ms. Shum's remuneration was adjusted to HK\$432,000 per annum with effect from 1 January 2016.

Pursuant to the appointment letter dated 10 October 2014 entered into between Mr. Hung Cho Sing and the Company, Mr. Hung was appointed as an independent non-executive Director for a fixed term of three years commencing from 10 October 2014. His appointment shall be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Articles. Mr. Hung is entitled to a monthly director's fee of HK\$10,000 and such remuneration is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market condition.

Pursuant to the appointment letter dated 10 October 2014 entered into between Mr. Chan Yik Pun and the Company, Mr. Chan was appointed as an independent non-executive Director for a fixed term of three years commencing from 10 October 2014. His appointment shall be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Articles. Mr. Chan is entitled to a monthly director's fee of HK\$10,000 and such remuneration is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market condition.

Pursuant to the appointment letter dated 19 December 2014 entered into between Ms. Chung Fai Chun and the Company, Ms. Chung was appointed as an independent non-executive Director for a fixed term of three years commencing from 19 December 2014. Her appointment shall be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Articles. Ms. Chung is entitled to a monthly director's fee of HK\$10,000 and such remuneration is determined with reference to her responsibilities, the Company's remuneration policy and the prevailing market condition.

Save as disclosed in this section, as at the Latest Practicable Date, none of the Directors had entered or proposed to enter into any service agreements with any member of the Group, excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensation).

5. DIRECTORS' INTEREST IN COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors and their respective associates was interested in any business apart from the business of the Group, which competes or is likely to compete, either directly or indirectly, with the business of the Group.

6. DIRECTORS' INTERESTS IN ASSETS/CONTRACTS AND OTHER INTERESTS

As at the Latest Practicable Date, none of the Directors had a material interest, either directly or indirectly, in any assets and in any contract of significance to the business of the Group to which the Company or any of its subsidiaries was a party.

7. EXPERT AND CONSENT

The following is the name and the qualification of the professional adviser who has given opinion or advice which is contained in this Prospectus:

| Name | Qualification |
|--|------------------------------|
| Elite Partners CPA Limited ("Elite Partners") | Certified Public Accountants |

As at the Latest Practicable Date, Elite Partners had no beneficial interest in the share capital of any member of the Group nor any right, whether legally enforceable or not, to subscribe for or to nominate persons to subscribe for securities in any member of the Group or have any interest, either directly or indirectly, in any assets which have been, since 31 December 2015, being the date to which the latest published audited consolidated accounts of the Group were made up, acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group.

Elite Partners has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion of its reports and/or its letters and/or references to its name and/or its advice in the form and context in which they respectively appear.

8. LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation or claims of material importance and there is no litigation or claims of material importance known to the Directors to be pending or threatened against any member of the Group.

9. MATERIAL CONTRACTS

The following contracts (being contracts not entered into in the ordinary course of business of the Group) have been entered into by the members of the Group within two years immediately preceding the Latest Practicable Date and are or may be material:

- (a) the investment management agreement entered into between the Company and CES dated 6 January 2015, for an annual management fee of HK\$600,000 paid to CES;
- (b) the underwriting agreement entered into between the Company and Enerchine Securities Limited dated 15 December 2014 in relation to the underwriting arrangement in respect of an open offer with a 2.5% underwriting commission; and
- (c) the Underwriting Agreement.

10. EXPENSES

The expenses in connection with the Rights Issue, including financial advisory fees, underwriting commission, printing, registration, translation, legal and accountancy charges are estimated to be approximately HK\$11.0 million, which are payable by the Company.

11. CORPORATE INFORMATION

| Board of Directors | Correspondence Address |
|---|--|
| <i>Executive Directors</i> | |
| Mr. Ng Chi Hoi | 19/F, Yat Chau Building 262 Des Voeux Road Central Hong Kong |
| Ms. Shum Kit Lan Anita | 19/F, Yat Chau Building 262 Des Voeux Road Central Hong Kong |
| <i>Independent non-executive Directors</i> | |
| Mr. Hung Cho Sing | 19/F, Yat Chau Building 262 Des Voeux Road Central Hong Kong |
| Mr. Chan Yik Pun | 19/F, Yat Chau Building 262 Des Voeux Road Central Hong Kong |
| Ms. Chung Fai Chun | 19/F, Yat Chau Building 262 Des Voeux Road Central Hong Kong |
| Audit Committee | Mr. Chan Yik Pun (<i>Chairman</i>) Mr. Hung Cho Sing Ms. Chung Fai Chun |
| Remuneration Committee | Mr. Hung Cho Sing (<i>Chairman</i>) Mr. Chan Yik Pun Ms. Chung Fai Chun |
| Nomination Committee | Mr. Hung Cho Sing (<i>Chairman</i>) Mr. Chan Yik Pun Ms. Chung Fai Chun |
| Registered Office | Cricket Square, Hutchins Drive P.O. Box 2681, Grand Cayman KY1-1111 Cayman Islands |
| Principal Place of Business in Hong Kong | 19/F, Yat Chau Building 262 Des Voeux Road Central Hong Kong |

| | |
|--|--|
| Company Secretary | Mr. Ong King Keung |
| Authorised representatives under the Listing Rules | |
| Mr. Ng Chi Hoi | 19/F, Yat Chau Building 262 Des Voeux Road Central Hong Kong |
| Mr. Ong King Keung | 19/F, Yat Chau Building 262 Des Voeux Road Central Hong Kong |
| Hong Kong share registrar and transfer office | Tricor Tengis Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong |
| Auditors | Elite Partners CPA Limited 10/F, 8 Observatory Road Tsim Sha Tsui Kowloon Hong Kong |
| Investment Manager | China Everbright Securities (HK) Limited 24/F, Lee Garden One, 33 Hysan Avenue Causeway Bay Hong Kong |
| Principal Bankers | |
| The Hongkong and Shanghai Banking Corporation Limited | 1 Des Voeux Road Central Hong Kong |
| Chong Hing Bank Limited | Chong Hing Bank Centre 24 Des Voeux Road Central Hong Kong |
| Dah Sing Bank, Limited | 36/F Dah Sing Financial Centre 108 Gloucester Road Hong Kong |
| Stock Code | 913 |
| Homepage | www.unity913.com www.irasia.com/listco/hk/unity/index.htm |

12. PARTIES INVOLVED IN THE RIGHTS ISSUE

| | |
|--|--|
| The Company | Unity Investments Holdings Limited 19/F, Yat Chau Building 262 Des Voeux Road Central Hong Kong |
| Financial adviser to the Company | Opus Capital Limited 18/F, Fung House 19-20 Connaught Road Central Central Hong Kong |
| Underwriter | Suncorp Securities Limited Room 3616, 36/F, Cosco Tower 183 Queen's Road Central Hong Kong |
| Legal adviser to the Company as to Hong Kong laws | TANG TSO & LAU Solicitors Room 209, 2/F China Insurance Group Building 141 Des Voeux Road Central Hong Kong |
| Auditors and reporting accountants | Elite Partners CPA Limited 10/F, 8 Observatory Road Tsim Sha Tsui Kowloon Hong Kong |
| Independent financial adviser to the Independent Board Committee and the Independent Shareholders | Grand Vinco Capital Limited Units 4909-4910, 49/F, The Center 99 Queen's Road Central Hong Kong |
| Hong Kong share registrar and transfer office | Tricor Tengis Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong |

13. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents and the consent letter referred to in the section headed “Expert and Consent” in this appendix have been registered with the Registrar of Companies in Hong Kong pursuant to section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

14. BINDING EFFECT

The Prospectus Documents and all acceptances of any offer or application contained in such documents, are governed by and shall be construed in accordance with the laws of Hong Kong. When an acceptance or application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance, so far as applicable.

15. PROFILE OF DIRECTORS**Executive Directors**

Mr. Ng Chi Hoi, aged 46, holds a Master degree of Finance of Hong Kong Polytechnic University and a Bachelor degree of Business Administration of Hong Kong Baptist University. Mr. Ng has over 19 years of experience in the financial services industry, and has joined the Company as an executive Director on 3 December 2014. He is also the Chairman, Chief Executive Officer and a director of the subsidiaries of the Company.

Ms. Shum Kit Lan Anita, aged 54, is a director and a responsible officer of Chariot Capital Management Limited (“CCML”). She is currently a licensed person to carry out type 9 (asset management) regulated activity under the SFO. Ms. Shum has a wealth of working experience in securities advisory, corporate finance, corporate management and fund management. Prior to joining CCML, she worked in HT Capital Management Limited for 13 years as a senior manager and a responsible officer. Ms. Shum was appointed as an executive Director on 6 November 2014.

Independent Non-executive Directors

Mr. Hung Cho Sing, aged 75, has over 30 years of experience in the film distribution industry and founded Delon International Film Corporation in 1970. Mr. Hung has been the chairman of Hong Kong, Kowloon and New Territories Motion Picture Industry Association Limited since 1991 and was the chairman of Hong Kong Film Awards Association Limited from 1993 to 1995. Mr. Hung was appointed by the Hong Kong Special Administrative Region (“HKSAR”) Government as a member of the Hong Kong Film Development Council from 2007 to 31 March 2013. Mr. Hung was also appointed as a consultant of the China Film Association since 2013. Mr. Hung is also a member of HKSAR Election Committee and a vice chairman of the Cultural Profession Committee of the Guangdong, Hong Kong and Macau

Cooperation Promotion Council (廣東省粵港澳合作促進會文化專業委員會副主任委員). Mr. Hung was awarded the Bronze Bauhinia Star (BBS) by the HKSAR Government in 2005 in recognition of his contribution to the Hong Kong Film industry. Mr. Hung has been appointed by the HKSAR Government as member of the Working Group on Manufacturing Industries, Innovative Technology, and Cultural and Creative Industries under the Economic Development Commission on an ad personam basis for a term of two years with effect from 17 January 2013 and re-appointed for a term of two years from 17 January 2015. Mr. Hung is currently an executive director of Universe International Holdings Limited (stock code: 1046) and the chairman and an executive director of Jia Meng Holdings Limited (stock code: 8101). He is also an independent non-executive director of Freeman Financial Corporation Limited (stock code: 279), China Star Entertainment Limited (stock code: 326), Miko International Holdings Limited (stock code: 1247) and Sunrise (China) Technology Group Limited (stock code: 8226). Mr. Hung was a non-executive director of Capital VC Limited (stock code: 2324) from September 2011 to January 2014 and Mascotte Holdings Limited (stock code: 136, now known as HengTen Networks Group Limited). Mr. Hung was appointed as independent non-executive Director on 10 October 2014.

Mr. Chan Yik Pun, aged 34, is currently working in a sole proprietorship, which engages in the provision of accounting consultancy services to private entities. He holds a Bachelor Degree of Business (Major in Accounting) awarded by Monash University in 2004. Mr. Chan is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Chan has over 10 years of experience in accounting and auditing field. Mr. Chan was appointed as independent non-executive Director on 10 October 2014. He has been appointed as an independent non-executive director of Chaoda Modern Agriculture (Holdings) Limited (stock code: 682) on 5 January 2015.

Ms. Chung Fai Chun, aged 50, is currently a deputy general manager of a watchcase factory. She has over 16 years' ample experience in the watchcase production industry, and has a wealth of experience in marketing, business operation and management. Ms. Chung was appointed as independent non-executive Director on 19 December 2014.

16. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours (i.e. from 9:30 a.m. to 6:00 p.m. on Monday to Friday) at the principal place of business of the Company in Hong Kong at 19/F, Yat Chau Building, 262 Des Voeux Road Central, Hong Kong from the date of this Prospectus up to and including the Latest Time for Acceptance:

- (a) the Memorandum and Articles;
- (b) the annual reports of the Company for the years ended 31 December 2013, 2014 and 2015;
- (c) the material contracts referred to the paragraph headed "Material Contracts" to this appendix;

- (d) the service contracts disclosed in the paragraph under the heading “Service Contracts” in this appendix;
- (e) the accountants’ report on the unaudited pro forma financial information of the Group set out in Appendix II to this Prospectus;
- (f) the letter of consent referred to under the paragraph headed “Experts and Consents” in this appendix; and
- (g) this Prospectus.

17. MISCELLANEOUS

- (a) The registered office of the Company is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands. The Company’s principal place of business in Hong Kong is at 19/F, Yat Chau Building, 262 Des Voeux Road Central, Hong Kong.
- (b) The secretary of the Company is Mr. Ong King Keung (“**Mr. Ong**”). Mr. Ong is a member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. He has extensive experience in company secretarial practices in respect of listed companies.
- (c) The Hong Kong share registrar and transfer office of the Company is Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- (d) As at the Latest Practicable Date, there was no restriction affecting the remittance of profit or repatriation of capital of the Company into Hong Kong from outside Hong Kong.
- (e) In case of any inconsistency, the English texts of this Prospectus shall prevail over its Chinese texts.

This appendix serves as an additional disclosure requirement pursuant to Rule 21.09 of the Listing Rules in connection with the listing document of investment companies. This appendix includes particulars given in compliance with the Listing Rules for the purpose of giving information to the public with regard to the Company. The Directors and the directors of the Investment Manager collectively and individually accept full responsibility for the accuracy of the information contained in this appendix and confirm, having made all reasonable enquiries that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

INFORMATION ON THE INVESTMENT MANAGER AND THE CUSTODIAN**Investment Manager**

China Everbright Securities (HK) Limited
24/F, Lee Garden One
33, Hysan Avenue
Causeway Bay
Hong Kong

Directors of the Investment Manager

Cheung Pang To
24/F, Lee Garden One
33, Hysan Avenue
Causeway Bay
Hong Kong

So Hin Pong
24/F, Lee Garden One
33, Hysan Avenue
Causeway Bay
Hong Kong

Li Bingtao
24/F, Lee Garden One
33, Hysan Avenue
Causeway Bay
Hong Kong

Ho Chi Ho
24/F, Lee Garden One
33, Hysan Avenue
Causeway Bay
Hong Kong

Custodian

Chong Hing Bank Limited
Chong Hing Bank Centre
24 Des Voeux Road Central
Hong Kong

The Investment Manager

CES is a company incorporated in Hong Kong on 4 January 1991 with limited liability and is a licensed corporation to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO.

The biographical details of the directors of the Investment Manager are set out as follows:

Mr. Cheung Pang To

Mr. Cheung Pang To (“**Mr. Cheung**”) is the managing director and one of the responsible officers of CES. Mr. Cheung is currently licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO accredited to CES. He is also licensed to carry out Type 2 (dealing in futures contracts), Type 3 (leveraged foreign exchange trading), Type 5 (advising on futures contracts) and Type 9 (asset management) regulated activities accredited to China Everbright Forex & Futures (HK) Limited.

Mr. Cheung has over twenty years of experience in the finance and investment industry. In the past, he has been working in dealing, marketing and portfolio management and operations and has also been actively involved in the investment management industry for the last ten years.

Mr. So Hin Pong

Mr. So Hin Pong (“**Mr. So**”) is a director and one of the responsible officers of CES. Mr. So is currently licensed to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO accredited to CES. He is also licensed to carry out Type 2 (dealing in futures contracts), Type 3 (leveraged foreign exchange trading), Type 5 (advising on futures contracts) and Type 9 (asset management) regulated activities accredited to China Everbright Forex & Futures (HK) Limited, and Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities accredited to China Everbright Securities Asset Management Limited.

Mr. So has over twenty years of experience in the finance and investment industry. In the past, he has been working in dealing, marketing and portfolio management and operations and has also been actively involved in the investment management industry for the last ten years.

Mr. Li Bingtao

Mr. Li Bingtao (“**Mr. Li**”) is the director of CES. He joined CES on 13 October 2014. Mr. Li holds several degrees including a Master of Arts from New York University. Mr. Li started his financial career at Lianhe Securities in 2001, and worked for Washington Mutual and JP Morgan Chase Bank later on. From April 2009 to March 2014, Mr. Li served at China Securities Regulation Committee, and joined Everbright Securities Company Limited in April 2014. Since September 2014, Mr. Li has been the executive director and chief executive officer of China Everbright Securities International Limited. Mr. Li also holds the CFA and FRM designation.

Mr. Ho Chi Ho

Mr. Ho Chi Ho (“**Mr. Ho**”) is the director of China Everbright Capital Limited and CES. He joined China Everbright Capital Limited on 20 June 2005. Mr. Ho graduated from the Chinese University of Hong Kong in 1996 with a bachelor degree in Business Administration. Mr. Ho has been in the corporate finance industry for over 16 years. Mr. Ho is the principal and the responsible officer for carrying on Types 1, 4, 6 regulated activities pursuant to the SFO of China Everbright Capital Limited and CES. Prior to joining China Everbright Capital Limited, Mr. Ho worked for Guotai Junan Capital Limited and First Shanghai Capital Limited as their senior management.

The Custodian

Chong Hing Bank Limited (formerly known as Liu Chong Hing Bank Limited) was appointed as the custodian in relation to the investments which the Company may from time to time deposit with the Custodian.

The Directors confirm that none of the directors of the Company, the management company, any investment adviser or any distribution company, or any associate of any of those persons, is or will become entitled to receive any part of any brokerage charged to the Company, or any reallowance of other types on purchases charged to the Company.

RISKS RELATING TO THE COMPANY

The Company is an investment company and its funds will be invested in listed and unlisted companies in Hong Kong, PRC and other main markets around the world. These investments will be subject to market fluctuations and to the risks inherent in all investments. Investors should also be aware that the Company’s income and its net asset value are likely to be adversely affected by external factors beyond the control of the Company. As a result, income of the fund and its net asset value may therefore go down as well as go up, subject to the prevailing market conditions.

INVESTMENT OBJECTIVES AND POLICIES

The Company is an investment company incorporated in the Cayman Islands with the primary objective of achieving medium-term to long-term capital appreciation by investing in listed and unlisted companies in Hong Kong, PRC and other main markets around the world.

The Company has adopted the following investment policies:

- (a) Investments will normally be made in the form of equity related securities and debt instruments in listed and unlisted companies engaged in different industries including but not limited to manufacturing, services, property, telecommunications, technology and infrastructure sectors to maintain a balance in the Company's exposure to different industry sectors in order to minimise the impact on the Company of any downturn in any particular sector.
- (b) Investments will normally be made in enterprises which are established in their respective fields and in which the Board believes that there are prospects of long-term growth. In particular, the Company will seek to identify businesses with a potential of profit growth, strong management, high level of technical expertise and research and development capabilities as well as management commitment to the long-term growth. However, the Company will also consider investments in companies or other entities which are considered by the Board and the Investment Manager to be in special or recovery situations.
- (c) Where possible, the Board and the Investment Manager would seek to identify investments where there is a certain degree of synergy with other investee companies and where cooperation between such companies would be of mutual benefit to each other.
- (d) The Company's investments are intended to identify medium-term or long-term capital appreciation and there is no present intention to realise any of such investments in any specific period or by any specific date. Nevertheless, the Board will from time to time realise investments where they believe that to do so would be in the best interests of the Company or where the terms on which such realisation can be achieved are believed by the Board to be particularly favourable to the Company.

There are no requirements under the Listing Rules and/or the Articles that any alterations to the investment objectives and policies of the Company require Shareholders' approval except that Chapter 21 of the Listing Rules require, inter alia, that the investment objectives and policies as set out in the listing document at the time of listing will not be changed for at least 3 years without the consent of shareholders of the investment company in general meeting. Therefore, the investment objectives and policies of the Company as stated above may be altered without Shareholders' approval. As at the Latest Practicable Date, the Board has no present intention to change the stated investment objectives and policies above.

INVESTMENT RESTRICTIONS

Under the Articles and the Listing Rules relating to the listing of investment companies, certain restrictions on investments are imposed on the Company. In part to meet such restriction, the Board has resolved that the Company may not:

- (a) either on its own or in conjunction with any connected person, make legal, or effective, management control of any company or other entity in which it invests or owns or controls more than 30% (or such lower percentage as may from time to time be specified in Takeovers Code as being the level for triggering a mandatory general offer) of the voting rights in such company or entity, except in relation to wholly-owned subsidiaries of the Company.
- (b) invest in any company or entity other than wholly-owned subsidiaries of the Company if such investment will result in more than 20% of the net asset value being invested in such company or entity as at the date the investment is made.
- (c) buy or sell commodities, commodity contracts or precious metals, except that it may purchase and sell futures contracts on stock indices and securities which are secured by commodities or precious metal.
- (d) invest more than 20% of the Company's assets outside Hong Kong and the PRC to the extent of contravening its primary objective of achieving medium-term or long-term capital appreciation by investing in listed and unlisted companies in Hong Kong and the PRC.

The Company has to comply with investment restrictions (a) and (b) above, in accordance with its Articles, and at all times while it remains listed as an investment company under Chapter 21 of the Listing Rules.

The investment restrictions set out in items (c) and (d) above can only be changed subject to the approval of Shareholders by way of an ordinary resolution. The Board has no present intention to change any of the abovementioned investment restrictions.

As the Latest Practicable Date, the Company's investment portfolio does not consist of investments in options, warrants, commodities, futures contracts and precious metals. Save for the unlisted securities, the Company has no present intention to invest in options, warrants, commodities, futures contracts and precious metals, it may do so in the future should suitable opportunities or market condition arise.

DISTRIBUTION POLICY

It is the Board's intention to distribute any excess balance by way of dividend to the extent permitted by law, the Memorandum and the Articles. Dividends will only be paid to the extent that they are covered by net income received from underlying investments. Distribution will be made annually after the annual accounts of the Company are approved by the Shareholders but interim distribution may be made from time to time to Shareholders as appear to the Board to be justified by the position of the Company. Distributions will be made in Hong Kong dollars.

FEES AND EXPENSES

The Company will pay the fees of the Investment Manager and the Custodian, as described below. In addition, the Company will pay certain other costs and expenses incurred in its operation, including taxes, expenses for legal, auditing and consulting services, promotional expenses, registration fees and other expenses due to supervisory authorities in various jurisdictions, insurance, interest and brokerage cost.

Investment management fees

The Company currently pays the Investment Manager a monthly investment management fee payable at HK\$50,000 per month from 7 January 2015 up to 6 January 2018.

Custodian fees

Pursuant to the Custodian Agreement, the Company will pay the Custodian such reasonable fees, costs and expenses in respect of the custodian account as may from time to time be prescribed by the Custodian. All fees, costs and expenses of the Custodian shall accrue on a daily basis. The Company also agrees to pay all costs, taxes, expenses and fees (including any applicable fees of any clearing house) in connection with or arising out of the operation of the custodian account. The Custodian shall be entitled to charge interest (both before and after judgment) on any amount owed to the Custodian by the Company at 6% above the prime rate from time to time of the Custodian.

TAXATION

The taxation of income and capital gains of the Company are subject to the fiscal law and practice of Hong Kong. Prospective investors should consult their own professional advisers on the tax implications of investing, holding or disposing of Shares under the laws of the jurisdiction in which they are liable to taxation.

BORROWING POWER

Pursuant to the provision of the Articles, the Company may exercise its borrowing power to borrow up to an aggregate principal amount for the time being remaining discharged of all money borrowed by the Group not exceeding 50% of the net asset value. The Group's assets may be charged or pledged as security for borrowing.

FOREIGN CURRENCY MANAGEMENT AND EXCHANGE CONTROL

As a result of overseas investments denominated in Renminbi, the Group is exposed to the fluctuation in the exchange rate of HK\$/RMB. The Group's exposure to foreign exchange risk was not significant, therefore, no financial instrument was made to hedge such exposures.

INVESTMENT PORTFOLIO

The following are the details of the ten largest investments and all individual investments with value exceeding 5% of the Group's gross assets as at 31 December 2015, which derived from the annual report of the Group for the year ended 31 December 2015:

| Notes | Name of investee company | Number of shares held | Effective shareholding interest | Acquisition cost (HK\$'000) | Carrying amount as at 31 December 2015 (HK\$'000) | Accumulated impairment on investments | Accumulated unrealised holding gain (loss) arising on revaluation (HK\$'000) | Dividend received/receivable during the year (HK\$'000) | Classification of financial assets |
|-------|---|-----------------------|---------------------------------|--------------------------------|--|---------------------------------------|---|--|------------------------------------|
| 1 | L&A International Holdings Limited | 112,456,000 | 2.81% | 117,509 | 293,510 (Note 11) | - | 176,001 | - | Held for trading |
| 2 | Keen Champ Investments Limited | 16 | 16.00% | 128,000 | 98,700 (Note 12) | (29,300) | (29,300) | - | Assets classified as held for sale |
| 3 | WLS Holdings Limited | 252,000,000 | 1.97% | 9,450 | 90,720 (Note 11) | - | 81,270 | - | Held for trading |
| 4 | Starfame Investments Limited | 297 | 29.70% | 90,000 | 90,000 (Note 11) | - | - | - | Available-for-sale |
| 5 | Pure Power Holdings Limited | 2,068 | 24.33% | 188,000 | 82,500 (Note 11) | (105,500) | (105,500) | - | Available-for-sale |
| 6 | China Kingstone Mining Holdings Limited | 549,660,831 | 15.10% | 58,814 | 82,449 (Note 11) | - | 23,635 | - | Held for trading |
| 7 | Peak Zone Group Limited | 2,990 | 29.90% | 90,000 | 78,300 (Note 12) | (11,700) | (11,700) | - | Assets classified as held for sale |
| 8 | China National Culture Group Limited | 485,000,000 | 4.94% | 48,500 | 32,010 (Note 11) | - | (16,490) | - | Held for trading |
| 9 | Suncorp Technologies Limited | 243,900,000 | 1.60% | 97,560 | 30,244 (Note 11) | - | (67,316) | - | Available-for-sale |
| 10 | SEEC Media Group Limited | 220,000,000 | 3.45% | 58,333 | 28,380 (Note 11) | - | (29,953) | - | Held for trading |

Notes:

1. L&A International Holdings Limited ("L&A INTL.") was incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 8195). L&A INTL. is principally engaged in manufacturing and selling pure cashmere apparel and other apparel products. For the financial year ended 31 March 2015, the audited consolidated loss attributable to equity holders of L&A INTL. was HK\$18,391,000 with basic and diluted loss per share of HK\$0.0053 respectively. As at 31 March 2015, its audited consolidated net assets attributable to the equity holders was HK\$128,617,000. For the nine months ended 31 December 2015, the unaudited consolidated loss attributable to equity holders of L&A INTL. was HK\$4,082,000 with basic and diluted loss per share of HK\$0.0010 respectively. As at 31 December 2015, its unaudited consolidated net assets attributable to the equity holders was HK\$121,993,000.

2. The place of incorporation and the principal activities of Keen Champ Investments Limited (“**Keen Champ**”) are detailed in note 12(i) of these financial statements. For the financial year ended 31 December 2015, the unaudited consolidated net loss attributable to equity holders of Keen Champ was HK\$1,939,000. As at 31 December 2015, its unaudited consolidated net liabilities attributable to the equity holders was HK\$8,499,000.
3. WLS Holdings Limited (“**WLS Holdings**”) incorporated in the Cayman Islands as an exempted company and continued in Bermuda with limited liability and its shares are listed on the Growth Enterprise Market of the Stock Exchange (stock code: 8021). The principal activities of WLS Holdings are the provision of scaffolding and fitting out services, management contracting services, and other services for construction and buildings work and money lending business. For the financial year ended 30 April 2015, the audited consolidated loss attributable to equity holders of WLS Holdings was HK\$9,655,000 with basic and diluted loss per share of HK\$0.0090 respectively. As at 30 April 2015, its audited consolidated net assets attributable to the equity holders was HK\$298,226,000. For the nine months ended 31 January 2016, the unaudited consolidated loss attributable to equity holders of WLS Holdings was HK\$16,156,000 with basic and diluted loss per share of HK\$0.0025 respectively. As at 31 January 2016, its unaudited consolidated net assets attributable to the equity holders was HK\$803,873,000.
4. The place of incorporation and the principal activities of Starfame Investments Limited (“**Starfame**”) are detailed in note 15(c) (ii) of these financial statements. For the financial year ended 31 December 2015, the unaudited consolidated net profit attributable to equity holders of Starfame was HK\$27,722,000. As at 31 December 2015, its unaudited consolidated net assets attributable to the equity holders was HK\$134,097,000. The fair value was arrived by the Directors with reference to the valuation conducted by an independent professional valuer.
5. The place of incorporation and the principal activities of Pure Power Holdings Limited (“**Pure Power**”) are detailed in note 15(c) (i) of these financial statements. For the financial year ended 31 December 2015, the unaudited consolidated net loss attributable to equity holders of Pure Power was US\$151,000. As at 31 December, 2015, its unaudited consolidated net liability attributable to the equity holders was US\$575,000. The fair value was arrived by the Directors with reference to the valuation conducted by an independent professional valuer.
6. China Kingstone Mining Holdings Limited (“**China Kingstone**”) was incorporated as an exempted company with limited liability in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1380). China Kingstone was principally engaged in the production and sale of marble and marble related products mainly in China. For the financial statement year ended 31 December 2015, the audited consolidated loss attributable to equity holders was RMB196,265,000 with basic and diluted loss per share of RMB5.87 cents respectively. As at 31 December 2015, its audited consolidated net assets attributable to the equity holders was RMB205,851,000.
7. The place of incorporation and the principal activities of Peak Zone Group Limited (“**Peak Zone**”) are detailed in note 12(ii) of these financial statements. For the financial year ended 31 December 2015, the unaudited consolidated net profit attributable to equity holders of Peak Zone was HK\$2,200,000. As at 31 December 2015 its unaudited consolidated net assets attributable to the equity holders was HK\$5,276,000. As at 31 December 2015, the recoverable amount of Peak Zone has been assessed by the Directors by reference to transactions after the end of the reporting period.
8. China National Culture Group Limited (“**CNCG**”) was incorporated as an exempted company with limited liability in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 745). The principal activity of CNCG is investing holding. For the financial year ended 31 March 2015, the audited consolidated loss attributable to equity holders of CNCG was HK\$159,994,000 with basic and diluted loss per share of HK\$0.0214 respectively. As at 31 March 2015, its audited consolidated net assets attributable to the equity holders was HK\$301,770,000. For the six months ended 30 September 2015, the unaudited consolidated profit attributable to equity holders of CNCG was HK\$506,745,000 with basic and diluted earnings per share of HK\$0.0904 respectively. As at 30 September 2015, its unaudited consolidated net assets attributable to the equity holders was HK\$1,288,804,000.
9. Suncorp Technologies Limited (“**Suncorp Tech**”) was incorporated in Bermuda and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1063). Suncorp Tech is principally engaged in the design and sales of telephone and related products, processing and trading of used computer-related components. For the financial year ended 31 December 2015, the audited consolidated profit attributable to equity holders of Suncorp Tech was HK\$50,919,000 with basic and diluted earnings per share of HK\$0.0035 and HK\$0.0034 respectively. As at 31 December 2015, its audited consolidated net assets attributable to the equity holders was HK\$623,644,000.

10. SEEC Media Group Limited (“**SEEC Media**”) was incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 205). The principal activity of SEEC Media is investment holding. Its principal subsidiaries and joint ventures are engaged in the provision of advertising agency services and distribution of books and magazines in the People’s Republic of China. For the financial year ended 31 December 2015, the audited consolidated loss attributable to equity holders of SEEC Media was HK\$200,113,000 with basic and diluted loss per share of HK\$0.1058 respectively. As at 31 December 2015, its audited consolidated net assets attributable to the equity holders was HK\$945,480,000.
11. The carrying amounts represent their market values/fair values.
12. The carrying amounts represent the cost less impairment.

Pursuant to the requirements stipulated in Rule 21.12 of the Listing Rules, the Company did not make any provision for diminution in value of investments of the Group as at 31 December 2015.