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UNIVERSE INTERNATIONAL HOLDINGS LIMITED

寰宇國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1046)

DISCLOSEABLE TRANSACTION: JOINT VENTURE WITH ROUND TABLE FAMILY GROUP LIMITED

THE JV AGREEMENT

The joint venture

The Board is pleased to announce that after trading hours on 6 November 2014, Gold Summit International Limited, a wholly-owned subsidiary of the Company, entered into the JV agreement with Round Table Family Group Limited (圓桌家族集團有限公司) to jointly invest in Round Table Performance Entertainment Limited (圓桌舞台文化娛樂有限公司). It is the intention of the JV Partners that the JV Company will engage in holding and sponsoring stage performance, concerts and other cultural events, as well as developing the entertainment business in Hong Kong and PRC (or such other businesses as may be agreed by the JV Partners), subject to compliance with all the relevant legal/regulatory requirements.

Capital Contribution and the Loan

Pursuant to the JV Agreement, the proposed initial issued share capital of the JV Company shall be HK\$3,330,000, HK\$100 of which has been paid up by Round Table and the remaining HK\$3,329,900 shall be contributed in cash as to HK\$2,330,000 by Gold Summit and HK\$999,900 by Round Table at such time as the JV Partners may agree. The JV Company will become a 70% subsidiary of the Company upon completion of the Subscription by the JV Partners.

It is agreed between the JV Partners that Gold Summit may, at the request of the JV Company and at any time as Gold Summit may in its absolute discretion deem fit, provide the Loan up to an aggregate amount of HK\$46,670,000 to the JV Company with a view of financing any future potential investments or projects of the JV Company on terms to be agreed between the JV Partners.

* *for identification purposes only*

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the transactions contemplated under the JV Agreement (comprising the Subscription by Gold Summit and the possible provision of the Loan) are more than 5% but less than 25%, the transactions contemplated under the JV Agreement as a whole constitutes a discloseable transaction for the Company under the Listing Rules and is subject to the notification and announcement requirements of Chapter 14 of the Listing Rules.

The Board is pleased to announce that after trading hours on 6 November 2014, Gold Summit International Limited, a wholly-owned subsidiary of the Company, entered into the JV Agreement with the Round Table to jointly invest in the JV Company.

The principal terms of the JV Agreement are set out below:

THE JV AGREEMENT

Date:

6 November 2014

Parties:

- (1) Gold Summit; and
- (2) Round Table

Proposed Business of the JV Company:

Unless otherwise resolved by the board of directors of the JV Company, the JV Company together with its subsidiaries (if any) shall, subject to compliance with all applicable laws and regulations in Hong Kong, PRC or other relevant jurisdictions and the obtaining of all requisite licences and permits by the Company, be engaged in holding and sponsoring stage performance, concerts and other cultural events, as well as developing the entertainment business in Hong Kong and PRC (or such other businesses as may be agreed by the JV Partners) (“**Proposed Business**”).

In accordance with the terms of the JV Agreement, the Proposed Business of the JV Company or any of them can be conducted through one or more subsidiaries of the JV Company.

Capital Contribution and the Loan:

Pursuant to the JV Agreement, the proposed initial issued share capital of the JV Company shall be HK\$3,330,000, HK\$100 of which has been paid up by Round Table and the remaining HK\$3,329,900 shall be contributed in cash as to HK\$2,330,000 by Gold Summit and HK\$999,900 by Round Table at such time as the JV Partners may agree.

Neither JV Partner is obliged to make the Capital Contribution nor the Company is obliged to allot and issue any of the Subscription Shares if the Subscription Shares are not paid up and subscribed for concurrently by the JV Partners.

All of the Subscription Shares shall rank pari passu with each other and the other Shares in issue as at the date of allotment and issue of the Subscription Shares.

The JV Company will become a 70% subsidiary of the Company upon completion of the Subscription by the JV Partners.

Subject to the mutual understanding that the aggregate maximum amount of investment contributed by Gold Summit and Round Table in the JV Company shall not exceed HK\$50,000,000, it is agreed by the JV Partners that Gold Summit may, at the request of the JV Company and at any time as Gold Summit may in its absolute discretion deem fit, provide the Loan up to an aggregate amount of HK\$46,670,000 to the JV Company with a view of financing any future potential investments or projects of the JV Company on terms to be agreed between the JV Partners.

The amount of Capital Contribution and the Loan which may be provided by Gold Summit to the JV Company was determined after arm's length negotiations between the Group and Round Table having taken into account the expected initial capital requirement for carrying out the Proposed Business by the JV Company.

The Group intends to finance its portion of the Capital Contribution and the Loan (if any) to the JV Company by its internal resources and/or borrowings and/or future fund raising exercise.

Obligations of and undertakings by the JV Partners:

Each of Gold Summit and Round Table undertakes to the other that as soon as practicable after signing of the JV Agreement, it will, subject to the compliance of all applicable laws, rules and regulations:

- (a) pay its portion of the Capital Contribution to the JV Company in the manner as described in the JV Agreement; and
- (b) take all reasonable actions and steps to assist the JV Company in the application for and obtaining of all requisite licences, permits and approvals by the relevant regulatory authorities in Hong Kong, PRC or any other relevant jurisdictions for the purposes of carrying on the Proposed Business.

Board composition:

The board of directors of the JV Company shall initially consist of three (3) directors.

For so long as Gold Summit holds not less than 50% of the issued share capital of the JV Company, Gold Summit shall have the right to appoint and remove up to two (2) directors of the JV Company. For so long as Round Table holds not less than 30% of the issued share capital of the JV Company, Round Table shall have the right to appoint and remove up to one (1) director of the JV Company.

The chairman of the board of directors of the JV Company shall be appointed by Gold Summit.

Restriction on transfer of or creation of encumbrances over Shares:

Pursuant to the JV Agreement, Round Table shall not pledge, charge, create encumbrances over or transfer any of its Shares in the JV Company to any third party without the prior written consent of Gold Summit.

INFORMATION ABOUT THE GROUP AND ROUND TABLE

The Group is principally engaged in distribution of films in various videogram formats, film exhibition, licensing and sub-licensing of film rights, leasing of investment properties, securities investment and money lending.

Round Table is a limited liability company incorporated in the British Virgin Islands, which is principally engaged in investment holding. Round Table is controlled by Mr. Wong Ngao San Marcus, who has extensive experience in investment in the entertainment business.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, Round Table and its ultimate beneficial owner are third parties independent of the Company and its connected persons and their respective associates.

As the JV Company is newly incorporated on 29 October 2014, no financial information regarding the JV Company has been presented in this announcement.

REASONS FOR AND BENEFITS OF ENTERING INTO OF THE JV AGREEMENT

The Board believes that the entering into of the JV Agreement with Round Table will enable the Group to enhance its business in the entertainment industry. The Group, through the joint venture investment, may achieve synergies to its existing business and attract new business opportunities with a view of maximizing the return of the Shareholders.

The Board is of the view that the terms of the JV Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As the applicable percentage ratios (as defined under the Listing Rules) in respect of the transactions contemplated under the JV Agreement (comprising the Subscription by Gold Summit and possible provision of the Loan) are more than 5% but less than 25%, the transactions contemplated under the JV Agreement as a whole constitutes a discloseable transaction for the Company under the Listing Rules and is subject to the notification and announcement requirements of Chapter 14 of the Listing Rules.

DEFINITIONS

Unless otherwise specified, the following terms have the following meanings in this announcement:

“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (excluding a Saturday, Sunday or public holiday and any day on which a tropical cyclone warning signal 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 signal 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 throughout their normal business hours
“Capital Contribution”	the capital contribution to the JV Company in the aggregate amount of HK\$3,330,000 by the JV Partners, as to HK\$2,330,000 by Gold Summit and as to HK\$1,000,000 by Round Table, pursuant to the terms and conditions of the JV Agreement
“Company”	Universe International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Gold Summit”	Gold Summit International Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company and being a party to the JV Agreement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“JV Agreement”	the joint venture agreement dated 6 November 2014 entered into between Gold Summit and Round Table in relation to, among other matters, the joint venture
“JV Company”	Round Table Performance Entertainment Limited (圓桌舞台文化娛樂有限公司), a company incorporated in Hong Kong with limited liability

“JV Partners”	collectively, Gold Summit and Round Table, and each, a “JV Partner”
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan(s) which may be provided to the JV Company by Gold Summit up to an aggregate amount of HK\$46,670,000 on such terms to be agreed between the JV Partners
“PRC”	the People’s Republic of China
“Round Table”	Round Table Family Group Limited (圓桌家族集團有限公司), a company incorporated in the British Virgin Islands with limited liability and being a party to the JV Agreement
“Share(s)”	ordinary share(s) in the share capital of the JV Company
“Shareholder(s)”	the shareholder(s) of the Company
“Subscription”	the subscription for the Shares by the JV Partners pursuant to the JV Agreement
“Subscription Shares”	3,329,900 Shares to be subscribed by the JV Partners, as to 2,330,000 new Shares by Gold Summit and as to 999,900 new Shares by Round Table, on the terms and conditions of the JV Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

On behalf of the Board
Universe International Holdings Limited
Lam Shiu Ming, Daneil
Chairman and Executive Director

Hong Kong, 6 November 2014

As at the date of this announcement, the Board comprise of Mr. Lam Shiu Ming, Daneil, Mr. Hung Cho Sing, Mr. Yeung Kim Piu and Mr. Lam Kit Sun as executive Directors and Mr. Lam Wing Tai, Mr. Choi Wing Koon and Mr. Lam Chi Keung as independent non-executive Directors.