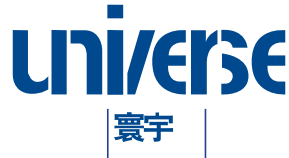


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## UNIVERSE INTERNATIONAL HOLDINGS LIMITED

寰宇國際控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 1046)

### PLACING OF NEW SHARES UNDER GENERAL MANDATE



#### THE PLACING

The Board is pleased to announce that after trading hours on 10 April 2015, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, up to 49,730,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties at a price of HK\$0.4055 per Placing Share.

The Placing Price of HK\$0.4055 per Placing Share was determined after arm's length negotiations between the Company and the Placing Agent and represents: (i) a discount of approximately 18.08% to the closing price of HK\$0.495 per Share as quoted on the Stock Exchange on 10 April 2015, which is the date of the Placing Agreement; and (ii) a discount of approximately 14.99% to the average closing price of HK\$0.477 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreement.

\* for identification purposes only

The maximum number of 49,730,000 Placing Shares represents (i) approximately 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the existing issued share capital of the Company as enlarged by the Placing (assuming the maximum number of the Placing Shares is placed and there is no other change in the issued share capital of the Company from the date of this announcement and up to completion of the Placing). The aggregate nominal value of the maximum number of the Placing Shares under the Placing will be HK\$497,300.

Assuming the maximum number of the Placing Shares is placed under the Placing Agreement, the gross proceeds from the Placing will be approximately HK\$20.17 million and the net proceeds from the Placing will be approximately HK\$19.33 million (after deduction of commission and other expenses of the Placing). It is expected that the entire net proceeds from the Placing will be utilized for general working capital.

## **GENERAL**

The Placing Shares will be allotted and issued pursuant to the General Mandate refreshed by the Shareholders at the SGM and therefore the Placing is not subject to any additional Shareholders' approval.

**Since completion of the Placing is subject to the fulfilment of the condition as set out in the Placing Agreement and the Placing Agent is entitled to terminate the Placing Agreement under certain circumstances as described below, the Placing may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.**

The Board is pleased to announce that after trading hours on 10 April 2015, the Company and the Placing Agent entered into the Placing Agreement pursuant to which the Company has conditionally agreed to place through the Placing Agent, on a best endeavour basis, up to 49,730,000 Placing Shares to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties at a price of HK\$0.4055 per Placing Share.

Principal terms of the Placing Agreement are summarised below:

## **THE PLACING AGREEMENT**

### **Date:**

10 April 2015 (after trading hours)

### **Issuer:**

The Company

### **Placing Agent:**

Fordjoy Securities and Futures Limited (福財證券及期貨有限公司)

The Placing Agent has conditionally agreed to place up to 49,730,000 Placing Shares, on a best endeavour basis, to the Placee(s). The Placing Agent will receive a placing commission of 3.5% of the aggregate Placing Price for the Placing Shares actually placed by or on behalf of the Placing Agent on behalf of the Company in accordance with the Placing Agreement. Such placing commission was arrived at after arm's length negotiations between the Company and the Placing Agent under normal commercial terms and with reference to the prevailing market conditions.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, the Placing Agent and its ultimate beneficial owners are Independent Third Parties.

**Placees:**

The Placing Shares are expected to be placed to not less than six Placees, who will be individuals, corporate, institutional investors or other investors. The Placees, who and whose ultimate beneficial owners, shall be Independent Third Parties. The Placing Agent has warranted and undertaken to the Company that none of the Placees would, immediately upon completion of the Placing, become a substantial shareholder (within the meaning of the Listing Rules) of the Company.

**Placing Price:**

The Placing Price is HK\$0.4055 per Placing Share and represents:

- (i) a discount of approximately 18.08% to the closing price of HK\$0.495 per Share as quoted on the Stock Exchange on 10 April 2015, which is the date of the Placing Agreement; and
- (ii) a discount of approximately 14.99% to the average closing price of HK\$0.477 per Share as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the date of the Placing Agreement.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to, among other matters, the prevailing market prices of the Shares and the capital requirement for the future development of the Group.

The Directors consider that the terms of the Placing Agreement (including the Placing Price and the placing commission) are fair and reasonable based on the current market conditions and are in the interests of the Company and the Shareholders as a whole.

**Placing Shares:**

The maximum number of 49,730,000 Placing Shares represents (i) approximately 20.00% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 16.67% of the existing issued share capital of the Company as enlarged by the Placing (assuming the maximum number of the Placing Shares is placed and there is no other change in the issued share capital of the Company from the date of this announcement and up to completion of the Placing). The aggregate nominal value of the maximum number of the Placing Shares will be HK\$497,300.

Assuming the maximum number of the Placing Shares is placed under the Placing Agreement, the gross proceeds from the Placing will be approximately HK\$20.17 million and the net proceeds will be approximately HK\$19.33 million (after deduction of commission and other expenses of the Placing). On such basis, the net issue price will be approximately HK\$0.3887 per Placing Share.

**Ranking:**

The Placing Shares will rank, when issued and fully paid up, pari passu in all respects with the Shares in issue as at the date of allotment and issue of the Placing Shares.

**Condition of the Placing:**

Completion of the Placing is conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Placing Shares to be placed pursuant to the Placing Agreement.

Each of the Company and the Placing Agent shall use their respective best endeavours to procure the satisfaction of the above condition by 5:00 p.m. on 30 April 2015 or such later date as the Company and the Placing Agent may agree in writing (“**Long Stop Date**”). If the above condition is not satisfied by the Long Stop Date, all obligations of the Placing Agent and of the Company under the Placing Agreement shall cease and determine and neither the Placing Agent nor the Company shall have any claim against the other in relation to the Placing Agreement (save in respect of any antecedent breach of any obligation thereunder).

**Completion:**

Completion of the Placing shall take place on or before the fourth Business Day after the fulfilment of the above condition or on such other date as the Company and the Placing Agent may agree in writing.

**Mandate to allot and issue the Placing Shares:**

The Placing Shares will be allotted and issued pursuant to the General Mandate refreshed by the Shareholders at the SGM held on 9 February 2015. Under the General Mandate, the Company is authorized to allot and issue up to 20% of the aggregate nominal amount of the issued share capital of the Company then existing, i.e. a total of 497,300,614 shares of the Company of HK\$0.02 each (prior to the capital reorganisation as described below) until the revocation, variation or expiration of the General Mandate.

As a result of the capital reorganisation undertaken by the Company which became effective on 17 March 2015, the issued share capital of the Company has been adjusted, and accordingly, the maximum number of Shares that may fall to be allotted and issued under the General Mandate is correspondingly adjusted to 49,730,061 Shares.

The Company has not exercised the power to allot and issue any new shares of the Company pursuant to the General Mandate prior to the date of the Placing Agreement.

**Force majeure:**

The Placing Agent reserves its right to terminate the Placing Agreement by notice in writing to the Company at any time up to 8:00 a.m. on the date of completion of the Placing if, in the reasonable opinion of the Placing Agent, after consultation with the Company:

- (1) there is any change in national, international, financial, exchange control, political, economic conditions in Hong Kong which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing; or
- (2) there is any breach of the warranties, representations and undertakings given by the Company in the Placing Agreement and such breach is considered by the Placing Agent on reasonable grounds to be material in the context of the Placing; or

- (3) there is any material change (whether or not forming part of a series of changes) in market conditions which in the reasonable opinion of the Placing Agent would materially and prejudicially affect the Placing or makes it inadvisable or inexpedient for the Placing to proceed; or
- (4) any statement contained in all announcements, circulars, interim and annual reports issued by the Company to the Stock Exchange and/or the Shareholders since the publication of the announcement of the Company relating to the interim results of the Company for the six months ended 31 December 2014 has become or been discovered to be untrue, incorrect or misleading in any material respect which in the reasonable opinion of the Placing Agent would be materially adverse in the consummation of the Placing.

The Directors are not aware of the occurrence of any of such events as at the date of this announcement.

**Since completion of the Placing is subject to the fulfilment of the condition as set out in the Placing Agreement and the Placing Agent is entitled to terminate the Placing Agreement under certain circumstances as described below, the Placing may or may not proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.**

#### **REASONS FOR THE PLACING AND USE OF PROCEEDS**

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.

The Directors are of the view that the Placing can strengthen the financial position of the Group and provide working capital to the Group to meet any future development and obligations. The Placing also represents a good opportunity to broaden the shareholders' base and the capital base of the Company. The Directors consider that the Placing is in the interest of the Company and the Shareholders as a whole.

Assuming the maximum number of the Placing Shares is placed under the Placing Agreement, the net proceeds from the Placing are estimated to be approximately HK\$19.33 million (after deduction of commission and other expenses of the Placing). It is expected that the entire net proceeds from the Placing will be utilised for general working capital.

## FUND RAISING ACTIVITIES OF THE COMPANY DURING THE PAST 12 MONTHS

Apart from the fund raising activities mentioned below, the Company had not carried out other fund raising activities during the 12 months immediately preceding the date of this announcement:

<b>Date of announcement</b>	<b>Fund raising activities</b>	<b>Net proceeds raised (approximately)</b>	<b>Proposed use of the net proceeds</b>	<b>Actual use of the net proceeds as at the date of this announcement</b>
8 April 2015 and 28 January 2015	Issue of the 6.5% unsecured loan notes in the aggregate principal amount of HK\$9,200,000 due 2016 by the Company	Estimated net proceeds of approximately HK\$8.9 million	To finance any potential investment opportunities of the Group that may arise from time to time and for the general working capital of the Group	The net proceeds had not been utilised and will be used as intended
18 December 2014 and 9 December 2014	Placing of new shares of 414,415,000 new Shares at a price of HK\$0.10 per Share	HK\$39.7 million	To use as general working capital of the Group	Utilised for general working capital
23 June 2014 and 9 July 2014	Placing of new shares of 343,200,000 new Shares at a price of HK\$0.10 per Share	HK\$33.0 million	To strengthen the financial position of the Group and provide general working capital of the Group to meet any future development and obligations	Utilised for general working capital

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, the existing shareholding structure of the Company and the effect on the shareholding structure of the Company upon completion of the Placing (assuming the maximum number of the Placing Shares is placed and there is no other change in the shareholding structure of the Company before the allotment and issue of the Placing Shares under the Placing) are set out as below:

Shareholders	As at the date of this announcement		Upon completion of the Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Globalcrest Enterprises Limited ( <i>Note 1</i> )	18,913,170	7.61	18,913,170	6.34
Ever Robust Holdings Limited	17,000,000	6.84	17,000,000	5.70
Lam Siu Keung, Alvin ( <i>Note 2</i> )	350,885	0.14	350,885	0.12
Placees ( <i>Note 3</i> )	–	–	49,730,000	16.67
Other public Shareholders	<u>212,386,252</u>	<u>85.41</u>	<u>212,386,252</u>	<u>71.17</u>
<b>Total</b>	<b><u>248,650,307</u></b>	<b><u>100.00</u></b>	<b><u>298,380,307</u></b>	<b><u>100.00</u></b>

### Notes:

1. The entire issued share capital of Globalcrest Enterprises Limited is held by Central Core Resources Limited, the trustee of a discretionary trust under which certain immediate family members of Mr. Lam Shiu Ming, Daneil, an executive Director and chairman of the Company, are discretionary objects.
2. Mr. Lam Siu Keung, Alvin is the chief operation officer of the Company and the brother of Mr. Lam Shiu Ming, Daneil, an executive Director and chairman of the Company.
3. It is a term of the Placing Agreement that none of the Placees shall become a substantial shareholder (within the meaning of the Listing Rules) of the Company upon the completion of the Placing.

## GENERAL

The Placing Shares will be allotted and issued pursuant to the General Mandate refreshed by the Shareholders at the SGM and therefore the Placing will not be subject to any additional Shareholders' approval.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

## DEFINITIONS

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

“acting in concert”	has the meaning ascribed to it in the Code on Takeovers and Mergers of Hong Kong
“associate(s)”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, a Sunday or public holiday or 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 commercial banks in Hong Kong are open for business
“Company”	Universe International Holdings Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	director(s) of the Company
“General Mandate”	the general mandate refreshed by the Shareholders at the SGM to authorise the Directors to allot, issue or deal with up to 20% of the then issued share capital of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party(ies) independent of the Company and not connected nor acting in concert with any of the connected persons of the Company or their respective associates
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Placee(s)”	any individual(s), corporate, institutional investor(s) or other investor(s) to be procured by or on behalf of the Placing Agent under the Placing

“Placing”	the offer by way of private placing of the Placing Shares by or on behalf of the Placing Agent to the Placee(s), on a best endeavour basis, on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	Fordjoy Securities and Futures Limited ( 福財證券及期貨有限公司 ), a licensed corporation to carry out business in type 1 (dealing in securities) and type 2 (dealing in future contracts) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Placing Agreement”	the conditional placing agreement entered into between the Company and the Placing Agent dated 10 April 2015 in relation to the Placing under the General Mandate
“Placing Price”	HK\$0.4055 per Placing Share
“Placing Shares”	a maximum of 49,730,000 new Shares proposed to be placed pursuant to the Placing Agreement and each a “Placing Share”
“SGM”	a special general meeting of the Company held on 9 February 2015 at which, among other things, the General Mandate was refreshed by the Shareholders thereat
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“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, 10 April 2015

*As at the date of this announcement, the executive Directors are Mr. Lam Shiu Ming, Daneil, Mr. Hung Cho Sing, Mr. Yeung Kim Piu and Mr. Lam Kit Sun, the non-executive Director is Mr. Chan Shiu Kwong Stephen, and the independent non-executive Directors are Mr. Lam Wing Tai, Mr. Choi Wing Koon and Mr. Lam Chi Keung.*