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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: SUBSCRIPTION OF FUND

SUBSCRIPTION OF FUND

The Board is pleased to announce that after trading hours on 29 October 2015, the Subscriber and the General Partner entered into the Subscription Agreement, pursuant to which the Subscriber had agreed to subscribe for a Partnership Interest for a Commitment of US\$9,000,000 (equivalent to approximately HK\$69,750,000).

Out of the Partnership Interest to be subscribed for by the Subscriber, US\$1,035,000 (equivalent to approximately HK\$8,021,250), representing 11.5% of the Commitment, will be required to be paid up by the Subscriber as initial capital contribution on or prior to 6 November 2015. The unpaid Commitment is subject to call by the General Partner.

The Fund intends to target companies exclusively in the consumer sector across Greater China and South East Asia, as well as in non-Asian enterprises that have a strong exposure to Asian consumers market that it believes will benefit from the growing disposable income of the Asian middle class and can capture the behavioural consumer trends that follow such growing household wealth and structured equity transactions primarily in Greater China, Thailand, Indonesia, Vietnam and the Philippines. The Fund will have a target size of US\$60,000,000.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the General Partner and its ultimate beneficial owner(s) is an Independent Third Party.

IMPLICATIONS UNDER THE LISTING RULES

As certain of the applicable percentage ratios under the Listing Rules in respect of the subscription for the Partnership Interest exceed 5% and all applicable percentage ratios are lower than 25%, the subscription for the Partnership Interest constitutes a discloseable transaction of the Company and is therefore subject to the notification and announcement requirements of Chapter 14 of the Listing Rules.

* for identification purposes only

The Board is pleased to announce that after trading hours, on 29 October 2015, the Subscriber and the General Partner entered into the Subscription Agreement, pursuant to which the Subscriber had agreed to subscribe for a Partnership Interest for a Commitment of US\$9,000,000 (equivalent to approximately HK\$69,750,000).

THE SUBSCRIPTION AGREEMENT

Major terms of the Subscription Agreement are set out below.

Date: 29 October 2015

Parties:

- (1) the Subscriber, a wholly-owned subsidiary of the Company incorporated with limited liability in the British Virgin Islands; and
- (2) the General Partner, a Cayman Islands exempted company incorporated with limited liability and is responsible for the overall management and control of the Fund.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the General Partner and its ultimate beneficial owner is an Independent Third Party.

Subscription and the Subscriber's total Commitment

The Subscriber would subscribe for a Partnership Interest for a Commitment of US\$9,000,000 (equivalent to approximately HK\$69,750,000).

Out of the Partnership Interest to be subscribed for by the Subscriber, US\$1,035,000 (equivalent to approximately HK\$8,021,250), representing 11.5% of the Commitment, will be required to be paid up by the Subscriber as initial capital contribution on or prior to 6 November 2015. The unpaid Commitment is subject to call by the General Partner. The Fund will be managed by an investment manager, which is an Independent Third Party.

The Subscriber's Commitment will be funded by the Group's internal resources.

Basis of the Commitment

The Commitment was determined after arm's length negotiations between the General Partner and the Subscriber on normal commercial terms.

Vesting of the Partnership Interest in the Subscriber

The vesting of the Partnership Interest in the Subscriber shall take place upon completion of the execution of the Subscription Agreement and the payment of the initial capital contribution of US\$1,035,000 (equivalent to approximately HK\$8,021,250), representing 11.5% of the Commitment by the Subscriber to the Fund.

INFORMATION ABOUT THE FUND

The Fund is an exempted limited partnership established in accordance with the Exempted Limited Partnership Law of Cayman Islands offering limited partnership interests for the purpose of obtaining capital appreciation through making private equity investments exclusively in the consumer sector across Greater China and South East Asia, as well as in non-Asian enterprises that have a strong exposure to Asian consumers market. The Fund intends to target companies that it believes will benefit from the growing disposable income of the Asian middle class and can capture the behavioural consumer trends that follow such growing household wealth and structured equity transactions primarily in Greater China, Thailand, Indonesia, Vietnam and the Philippines. The Fund will have a target size of US\$60,000,000.

The Fund was registered as an exempted limited partnership on 8 July 2015 in the Cayman Islands. As it is newly established, no financial information nor past performance of the Fund is presented in this announcement.

INFORMATION ABOUT THE GROUP

The Subscriber is an investment holding company and is engaged in securities investment. 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, money lending, trading and wholesale of optical products and trading, wholesale and retail of watch and jewellery products.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION OF THE PARTNERSHIP INTEREST

The intention of the Group's subscription of the Partnership Interest in the Fund is to maximise the use of its funds with the aim of obtaining satisfactory return. The Directors believe that the subscription for the Partnership Interest is fair and reasonable and is in the best interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As certain of the applicable percentage ratios under the Listing Rules in respect of the subscription for the Partnership Interest exceed 5% and all applicable percentage ratios are lower than 25%, the subscription for the Partnership Interest constitutes a discloseable transaction of the Company and is therefore 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:

“Board”	the board of Directors
“Company”	Universe International Holdings Limited, a company incorporated in the Bermuda, the issued shares of which are listed on the Stock Exchange (stock code: 1046)

“connected person”	has the meaning ascribed to it under the Listing Rules
“Commitment”	the sum of US\$9,000,000 (equivalent to approximately HK\$69,750,000), up to which the Subscriber has agreed to make capital contributions at the times and in the manner specified in the amended and restated partnership agreement for the Fund
“Director(s)”	the director(s) of the Company
“Fund”	Cassia Investments Limited Partnership II, an exempted limited partnership established in accordance with the Exempted Limited Partnership Law of Cayman Islands
“Greater China”	the People’s Republic of China, Taiwan, Hong Kong and the Macau Special Administrative Region
“General Partner”	Cassia General Partner II Limited, a company incorporated under the laws of Cayman Islands with limited liability and responsible for the overall management and control of the Fund
“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 People’s Republic of China
“Independent Third Parties”	third parties independent of the Company and connected persons of the Company and “Independent Third Party” shall be construed accordingly
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange
“Partnership Interest”	the capital commitment made by the Subscriber in the Fund (being US\$9,000,000)
“Shareholder(s)”	holder(s) of the share(s) in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Weluck Development Limited, a company incorporated under the laws of the British Virgin Islands, which is a wholly-owned subsidiary of the Company

“Subscription Agreement” the agreement relating to the subscription of the Partnership Interest in the Fund by the Subscriber

“US\$” United States dollars, the lawful currency of the United States of America

In this announcement, for the purpose of illustration only, amounts quoted in US\$ have been converted into HK\$ at the rate of US\$1.00 to HK\$7.75. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at this or any other rates or at all.

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

Hong Kong, 29 October 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.