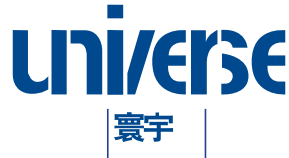


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance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

*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities.*



## 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

#### Placing Agent



軟庫中華金融服務有限公司  
SBI China Capital Financial Services Limited

#### THE PLACING

The Board is pleased to announce that on 23 March 2016, 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 29,625,000 Shares to not less than six Placées who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.779 per Share.

The Placing Price of HK\$0.779 per Share was determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market prices of the Shares and represents: (i) a discount of approximately 18.0% to the closing price of HK\$0.95 per Share as quoted on the Stock Exchange on the Last Trading Day; and (ii) a discount of approximately 11.7% to the average closing price of HK\$0.882 per Share (as adjusted as a result of the Capital Reorganisation) as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the Last Trading Day.

The maximum number of 29,625,000 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\$296,250.

\* for identification purposes only

Assuming the maximum number of the Placing Shares is placed, the gross proceeds from the Placing will be approximately HK\$23.1 million and the net proceeds from the Placing will be approximately HK\$22.2 million (after deduction of commission and other expenses of the Placing). It is expected that the net proceeds from the Placing will be utilised for general working capital of the Group.

## **GENERAL**

The Placing Shares will be allotted and issued pursuant to the General Mandate granted by the Shareholders at the AGM and therefore the allotment and issue of the Placing Shares is not subject to any additional Shareholders' approval.

**Since completion of the Placing is subject to the fulfillment 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 are reminded to exercise caution when dealing in the Shares.**

The Board is pleased to announce that on 23 March 2016, 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 29,625,000 Shares to not less than six Placees who and whose ultimate beneficial owners are Independent Third Parties at the Placing Price of HK\$0.779 per Share.

Principal terms of the Placing Agreement are summarised below:

## **THE PLACING AGREEMENT**

### **Date:**

23 March 2016

### **Issuer:**

The Company

### **Placing Agent:**

SBI China Capital Financial Services Limited ( 軟庫中華金融服務有限公司 )

The Placing Agent has conditionally agreed to place up to 29,625,000 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 of 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 and their respective 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 of HK\$0.779 per Share represents:

- (i) a discount of approximately 18.0% to the closing price of HK\$0.95 per Share as quoted on the Stock Exchange on the Last Trading Day; and
- (ii) a discount of approximately 11.7% to the average closing price of HK\$0.882 per Share (as adjusted as a result of the Capital Reorganisation) as quoted on the Stock Exchange for the five consecutive trading days of the Shares immediately prior to the Last Trading Day.

The Placing Price was determined after arm's length negotiation between the Company and the Placing Agent with reference to, among other matters, the prevailing market prices of the Shares.

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 in the interests of the Company and the Shareholders as a whole.

**Placing Shares:**

The maximum number of 29,625,000 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\$296,250.

Assuming the maximum number of the Placing Shares is placed under the Placing Agreement, the gross proceeds from the Placing will be approximately HK\$23.1 million and the net proceeds will be approximately HK\$22.2 million (after deduction of commission and other expenses of the Placing). On such basis, the net issue price will be approximately HK\$0.749 per Placing Share.

### **Ranking of the Placing Shares:**

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 18 April 2016 (“**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 the fifth Business Day following the day of fulfillment of the condition of the Placing 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 granted by the Shareholders at the AGM held on 30 November 2015. Under the General Mandate, the Company is authorised to allot and issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution approving the General Mandate (i.e. a total of 296,298,184 Pre-Consolidated Shares which are equivalent to 29,629,818 Shares as adjusted by the Capital Reorganisation) until the revocation, variation or expiration of the General Mandate.

The Company has not exercised the power to allot and issue any new Shares pursuant to the General Mandate prior to the date of the Placing Agreement. Accordingly, the allotment and issue of the Placing Shares are not subject to any additional shareholders’ approval.

## **Termination:**

The Placing Agent has reserved 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 Completion Date 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.

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

The Company may, in its reasonable opinion, after consultation with the Placing Agent, terminate the Placing Agreement by notice in writing to the Placing Agent at any time up to 8:00 a.m. on the Completion Date if there is a breach of the warranties, representations and undertakings given by the Placing Agent in the Placing Agreement and such breach is considered by the Company on reasonable grounds to be material.

Upon termination of the Placing Agreement, all liabilities of the parties under the Placing Agreement shall cease and no party shall have any claim against the other party in respect of any matter or thing arising out or in connection with the Agreement save in respect of any antecedent breach of any obligation under the Agreement.

**Since completion of the Placing is subject to the fulfillment 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 are reminded to exercise caution when dealing in the Shares.**

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

The Group is principally engaged in film distribution and exhibition, licensing and sublicensing of film rights, properties and securities investment, money lending, trade, wholesale and retail of optical products, watch and jewellery products, securities brokerage and margin financing, training and coaching.

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 good opportunities 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\$22.2 million (after deduction of commission and other expenses of the Placing). It is expected that the net proceeds from the Placing will be utilised for general working capital of the Group.

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

Apart from the fund raising activities mentioned below, the Company has 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 activity</b>	<b>Net proceeds raised</b>	<b>Proposed use of the net proceeds</b>	<b>Actual use of the net proceeds</b>
13 August 2015, 24 July 2015, 15 July 2015, 24 June 2015, 22 June 2015 and 26 May 2015	Rights issue of 596,760,614 new Pre-Consolidated Shares at the issue price of HK\$0.202 per each such Pre-Consolidated Share on the basis of two rights shares for every one share in issue held on 13 July 2015, being the record date	Approximately HK\$114.8 million	Approximately HK\$114.8 million, of which:  (i) not more than approximately HK\$50.0 million was intended for the development of money lending business  (ii) not more than approximately HK\$43.4 million for the existing business of holding and sponsoring stage performance, concerts and other cultural events as well as the entertainment business in Hong Kong and PRC  (iii) not less than approximately HK\$21.4 million for the working capital of the Group	Up to the date of this announcement, the Group has applied (i) approximately HK\$50.0 million for the development of money lending business; (ii) approximately HK\$33.0 million for the film production in Hong Kong and PRC; and (iii) approximately HK\$1.8 million for the general working capital of the Group.  The remaining unutilised proceeds of approximately HK\$30.0 million will be utilised as intended.

Date of announcement	Fund raising activity	Net proceeds raised	Proposed use of the net proceeds	Actual use of the net proceeds
28 July 2015, 24 June 2015, 22 June 2015 and 26 May 2015	Placing of 586,350,000 new Pre-Consolidated Shares at a price of HK\$0.3411 per each such Pre-Consolidated Share under specific mandate	Approximately HK\$192.5 million	<p>Approximately HK\$192.5 million, of which:</p> <ul style="list-style-type: none"> <li>(i) approximately HK\$20.0 million was intended for the development of its existing business in trading, wholesale and retail of watch and jewellery products, or if the acquisition of 79.99% of the enlarged share capital of Winston Asia Limited is not approved by the Shareholders or does not proceed, for the money lending business of the Group</li> <li>(ii) not less than approximately HK\$60.0 million was intended for the possible acquisition of a target company principally engaged in film and advertising production, provision of public relations services, holding and sponsoring stage performance, concerts and other cultural events in Hong Kong, Taiwan and the People's Republic of China. If such acquisition does not proceed, the Company would seek other investment opportunities in the same industry (“<b>Item (II)</b>”)</li> <li>(iii) not less than approximately HK\$60.0 million was intended for the possible acquisition of a group of companies principally engaged in the production of frames for eyeglasses and optical products. If such acquisition does not proceed, the Company would seek for other investment opportunities in the same industry (“<b>Item (III)</b>”)</li> </ul>	<p>Up to the date of this announcement, the Group has applied:</p> <ul style="list-style-type: none"> <li>(i) approximately HK\$20 million for the development of its existing business in trading, wholesale, and retail of watch and jewellery products;</li> <li>(ii) Item (II): approximately HK\$36.75 million to acquire 49% of the issued share capital of Glory International Entertainment Limited principally engaged in film and advertising production, provision of public relations services, holding and sponsoring stage performance, concerts and other cultural events in Hong Kong, Taiwan and the People's Republic of China as announced on 27 August 2015;</li> <li>(iii) Item (III): approximately HK\$55 million to Cassia Investments Limited Partnership I, with the option grant to the Group to subscribe up to 15.45% of the issued capital of Cassia Optical Holdings Limited, a company incorporated in the Cayman Islands with limited liability, which owned 85% equity interest in a group of companies which are principally engaged in the production, supply and distribution of frames for eyeglasses and other optical products as announced on 5 October 2015;</li> </ul>

Date of announcement	Fund raising activity	Net proceeds raised	Proposed use of the net proceeds	Actual use of the net proceeds
			(iv) not more than approximately HK\$35.0 million was intended for the development of money lending business  (v) approximately HK\$17.5 million was intended for the working capital of the Group	(iv) approximately HK\$53.3 million for the development of money lending business (including the K\$18.3 million to the provision of short terms loans re-allocated from Item (II) as disclosed in the Company's announcement dated 27 August 2015); and  (v) approximately HK\$27.45 million as general working capital of the Group (inclusive of approximately HK\$4.9 million originally allocated in Item (II) and the remaining HK\$5 million referred to in Item (III) was used as general working capital).
22 April 2015 and 10 April 2015	Placing of 49,730,000 new Pre-Consolidated Shares at a price of HK\$0.4055 per each such Pre-Consolidated Share under general mandate	Approximately HK\$19.33 million	General working capital of the Group	Utilised for general working capital
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	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	Utilised for general working capital

On 24 February 2016, the Company and the Placing Agent entered into a placing agreement in respect of a conditional best effort placing of up to 296,250,000 Pre-Consolidated Shares at a price of HK\$0.10 per each such Pre-Consolidated Share. As announced by the Company on 18 March 2016, as the condition precedent to such placing has not been satisfied by 18 March 2016, the placing lapsed on that day. As such, no proceed has been raised by the Company in such placing.



“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
“Capital Reorganisation”	the capital reorganisation approved by the shareholders of the Company at the special general meeting of the Company held on 17 March 2016 which involved, among other steps, (i) the share consolidation of 10 Pre-Consolidated Shares into 1 Share HK\$0.10 and (ii) the reduction of the share capital of the Company whereby the par value of each of the then issued consolidated shares of HK\$0.10 each was reduced from HK\$0.10 to HK\$0.01 each by cancelling the paid-up capital of the Company to the extent of HK\$0.09 on each of such issued consolidated share and thereby creating the Shares and the capital reorganisation became effective on 18 March 2016
“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 (Stock code: 1046)
“Completion”	completion of the Placing on the terms and subject to the conditions set out in the Placing Agreement
“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 unconditionally given to the Directors by the Shareholders at the AGM to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the then issued share capital of the Company (as adjusted as a result of the Capital Reorganisation), i.e. a total of 29,629,818 Shares
“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 with any of the connected persons of the Company or their respective associates
“Last Trading Day”	23 March 2016, being the date of this announcement

“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 endeavor basis, on the terms and subject to the conditions set out in the Placing Agreement
“Placing Agent”	SBI China Capital Financial Services Limited ( 軟庫中華金融服務有限公司 ), a licensed corporation to carry out business in type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Placing Agreement”	the placing agreement entered into between the Company and the Placing Agent dated 23 March 2016 in relation to the Placing
“Placing Price”	the price of HK\$0.779 per Placing Share
“Placing Shares”	up to 29,625,000 Shares to be allotted and issued pursuant to the terms and conditions of the Placing Agreement which will rank pari passu in all respects with the Shares in issue as at the date of allotment of the Placing Shares and each, a “Placing Share”
“Pre-Consolidated Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company prior to the Capital Reorganisation becoming effective
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company after the Capital Reorganisation becoming effective, being the existing share(s)
“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, 23 March 2016

*As at the date of this announcement, the executive Directors are Mr. Lam Shiu Ming, Daneil, Mr. Hung Cho Sing, Ms. Cheng Hei Yu 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.*