THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your securities in Unlimited Creativity Holdings Limited you should at once hand the Prospectus Documents (as defined herein) to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Dealings in the securities of the Company and the Rights Shares in their nil-paid and fully-paid forms may be settled through CCASS and you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser for details of those settlement arrangements and how such arrangements may affect your rights and interests.

A copy of each of the Prospectus Documents, having attached thereto the documents specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to this prospectus, have been registered with the Registrar of Companies in Hong Kong pursuant to the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). Neither the Securities and Futures Commission nor the Registrar of Companies in Hong Kong takes any responsibility as to the contents of any of these Documents.

UNLIMITED CREATIVITY HOLDINGS LIMITED
無限創意控股有限公司

(Continued in Bermuda with limited liability)
(Stock Code: 8079)

RIGHTS ISSUE ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE AT HK$0.08 PER RIGHTS SHARE

Financial Adviser to the Company

KINGSTON CORPORATE FINANCE LTD.

Underwriter to the Rights Issue

KINGSTON SECURITIES LTD.

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

The latest time for acceptance of and payment for the Rights Shares is at 4:00 p.m. on Tuesday, 30 December 2014. The procedure for application and payment for the Rights Shares are set out on pages 14 to 15 of this prospectus.

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.

The Shares have been dealt in on an ex-rights basis from Wednesday, 3 December 2014. Dealings in the Rights Shares in the nil-paid form will take place from Monday, 15 December 2014 to Monday, 22 December 2014 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated, the Rights Issue will not proceed. Any Shareholders or other persons contemplating selling or purchasing Shares and/or Rights Shares in their nil-paid form who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealing in Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from Monday, 15 December 2014 to Monday, 22 December 2014 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed.

11 December 2014

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a high investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this prospectus, the following expressions shall have the following meanings unless the context indicates otherwise:

"Able Rich"	Able Rich Consultants Limited, a company incorporated in Hong Kong with limited liability, which is wholly-owned by Rich Treasure
"acting in concert"	has the meaning ascribed thereto under the Takeovers Code
"Announcement"	the announcement of the Company dated 10 October 2014 in relation to the Rights Issue and Change in Board Lot Size
"associate(s)"	has the meaning ascribed thereto under the GEM Listing Rules
"Board"	the board of Directors
"Business Day"	a day (other than a Saturday, Sunday and public holiday) on which licensed banks are generally open for business throughout their normal business hours in Hong Kong
"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 20,000 Shares to 35,000 Shares on 10 December 2014
"China 3D"	China 3D Digital Entertainment Limited, a company incorporated in Bermuda with limited liability and the issued shares of which are listed on GEM (stock code: 8078), which is owned as to approximately 3.38% by the Company and approximately 0.03% by Mr. Shiu Stephen Junior
"Circular"	the circular of the Company dated 10 November 2014 in relation to, among other things, the Rights Issue
"Company"	Unlimited Creativity Holdings Limited, a company continued in Bermuda with limited liability and the issue Shares of which are listed on the GEM
"Director(s)"	director(s) of the Company
"GEM"	the Growth Enterprise Market operated by the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"Group"	the Company and its subsidiaries

"Heavenly Blaze"	Heavenly Blaze Limited, a company incorporated in Hong Kong with limited liability, which is owned as to 50% by Mr. Stephen Shiu Junior (son of Mr. Shiu) and 50% by Ms. Chen Min (wife of Mr. Stephen Shiu Junior)
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Shareholder(s)"	Shareholders other than Able Rich, Mr. Shiu and their respective associates and who are required to abstain from voting in respect thereto at the SGM pursuant to the GEM Listing Rules
"Independent Third Party(ies)"	third parties independent of and not connected with the Directors, chief executive and substantial Shareholders of the Company or any of its subsidiaries, or any of their respective associates
"Irrevocable Undertakings"	the irrevocable undertakings dated 10 October 2014 given by each of Able Rich, Mr. Shiu, China 3D, New Smart, Ms. Siu York Chee, Heavenly Blaze and Mr. Leung Ge On Andy in favour of the Company and the Underwriter, details of which are set out in the section headed "Irrevocable Undertakings" in this prospectus
"Last Trading Day"	10 October 2014, being the date of the Underwriting Agreement, which is a Stock Exchange trading day
"Latest Practicable Date"	8 December 2014, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information contained herein
"Latest Time for Acceptance"	4:00 p.m. on Tuesday, 30 December 2014, or such later time or date as may be agreed between the Underwriter and the Company in writing, being the latest time for acceptance of, and payment for, the Rights Shares as described in the Prospectus Documents
"Listing Committee"	has the meaning ascribed thereto in the GEM Listing Rules
"Macau SAR"	The Macau Special Administrative Region of the PRC
"Mr. Shiu"	Mr. Shiu Yeuk Yuen, an existing Shareholder, an executive Director and the chairman of the Company, the trustee and sole director of Rich Treasure

"New Smart"	New Smart International Creation Limited, a company incorporated in Hong Kong with limited liability, which is wholly-owned by China 3D
"Non-Qualifying Shareholders"	those Overseas Shareholders whom the Directors, based on legal advice provided by the Company's legal advisers, consider it necessary or expedient not to offer the Rights Issue to such Shareholders 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
"Open Offer"	the open offer of 503,358,524 offer shares at the subscription price of HK$0.10 per offer share conducted by the Company and completed in February 2014
"Overseas Shareholder(s)"	Shareholder(s) whose name(s) appear(s) on the register of members of the Company at the close of business on the Record Date and whose address(es) as shown on such register is (are) outside Hong Kong
"PAL(s)"	the renounceable provisional allotment letter(s) proposed to be issued to the Qualifying Shareholders in connection with the Rights Issue
"Posting Date"	Thursday, 11 December 2014 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 this prospectus for information only (as the case may be) to the Non-Qualifying Shareholders
"PRC"	the People's Republic of China
"Prospectus Documents"	this prospectus and PAL(s)
"Qualifying Shareholders"	Shareholders, other than the Non-Qualifying Shareholders, whose name(s) appear on the register of members of the Company at the close of business on the Record Date
"Record Date"	Tuesday, 9 December 2014 (or such other date as the Underwriter may agree in writing with the Company), as the date by reference to which entitlements to the Rights Issue are expected to be determined
"Registrar"	the branch share registrar of the Company in Hong Kong, being Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong

"Rich Treasure"	Rich Treasure Group Limited, a company incorporated in the British Virgin Islands, which is wholly-owned by Mr. Shiu on trust for certain family members of Mr. Shiu
"Rights Issue"	the issue of the Rights Shares by way of rights issue to the Qualifying Shareholders for subscription at the Subscription Price on the terms and subject to the conditions set out in the Underwriting Agreement and the Prospectus Documents
"Rights Shares"	the 1,572,995,385 Shares to be issued and allotted under the Rights Issue
"Settlement Date"	Tuesday, 6 January 2015, being the fourth Business Day following the Latest Time for Acceptance (or such other date as the Underwriter and the Company may agree in writing)
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	The Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"SGM"	the special general meeting of the Company held on 25 November 2014 for the Shareholders to consider and, if thought fit, approve the Rights Issue and transactions contemplated under the Underwriting Agreement
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of issued Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	HK$0.08 per Rights Share
"Takeovers Code"	the Code on Takeovers and Mergers of SFC
"Underwriter"	Kingston Securities Limited, a licensed corporation to carryout business in type 1 (dealing in securities) regulated activity under SFO
"Underwriting Agreement"	the underwriting agreement dated 10 October 2014 entered into between the Company and the Underwriter in relation to the underwriting arrangement in respect of the Rights Issue

"Underwritten Shares"	all the Rights Shares (other than the Rights Shares that will be provisionally allotted to the relevant Shareholders pursuant to the Irrevocable Undertakings) which are fully underwritten by the Underwriter on the terms and subject to the conditions set out in the Underwriting Agreement
"Untaken Shares"	those (if any) of the Underwritten Shares for which duly completed PAL (accompanied by cheques or banker's cashier order for the full amount payable on application which are honoured on first or, at the option of the Company, subsequent presentation) have not been lodged for acceptance, or received, as the case may be, on or before Latest Time for Acceptance
"%" or "per cent."	percentage or per centum

The expected timetable of the Rights Issue and Change in Board Lot Size is as follow:

Event	**(Hong Kong time)**
First day of dealings in the nil-paid Rights Shares	Monday, 15 December 2014
Latest time for splitting of the nil-paid Rights Shares	4:30 p.m. on Wednesday, 17 December 2014
Last day of dealings in the nil-paid Rights Shares	Monday, 22 December 2014
Latest time for acceptance of and payment for the Rights Shares	4:00 p.m. on Tuesday, 30 December 2014
Last day of parallel trading in the Shares (in board lot of 20,000 Shares each and board lot of 35,000 Shares each)	Friday, 2 January 2015
Temporary counter for trading in the Shares in board lot of 20,000 Shares each closes	4:00 p.m. on Friday, 2 January 2015
Designated brokers ceases to stand in the market to provide matching services for sale and purchase of odd lots of shares	4:00 p.m. on Friday, 2 January 2015
Last day for free exchange of existing share certificates in board lot of 20,000 Shares each for new share certificates in board lot of 35,000 Shares each	Tuesday, 6 January 2015
Latest time for the Rights Issue to become unconditional	4:00 p.m. on Tuesday, 6 January 2015
Announcement of results of acceptance of the Rights Issue	Wednesday, 7 January 2015
Certificates for the fully-paid Rights Shares expected to be despatched on or before	Thursday, 8 January 2015
Commencement of dealings in fully-paid Rights Shares	9:00 a.m. on Friday, 9 January 2015

All times and dates in this prospectus refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetable above are indicative only and may be extended or varied by the Company. Any 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 be postponed if there is:

- a tropical cyclone warning signal number 8 or above, or
- a "black" rainstorm warning

(i) in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Tuesday, 30 December 2014. Instead, the latest time for acceptance of and payment for the Rights Shares will be extended to 5:00 p.m. on the same Business Day; or

(ii) in force in Hong Kong at any local lime between 12:00 noon and 4:00 p.m. on Tuesday, 30 December 2014. Instead, the latest time of acceptance of and payment for the Rights Shares will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m..

If the latest time for acceptance of and payment for the Rights Shares does not take place at the Latest Time for Acceptance, the dates mentioned in the section headed "Expected Timetable" in this prospectus may be affected. The Company will notify Shareholders by way of announcements on any change to the expected timetable as soon as practicable.

If, prior to 4:00 p.m. on the Settlement Date:

(i) in the absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:

(a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue; or

(b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(c) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(ii) any material adverse change in market conditions (including without limitation, a change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the absolute opinion of the Underwriter makes it inexpedient or in advisable to proceed with the Rights Issue; or

(iii) this prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which may in the absolute opinion of the Underwriter be material to the Group as a whole upon completion of the Rights Issue and is likely to affect materially and adversely the success of the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to 4:00 p.m. on the Settlement Date, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to 4:00 p.m. on the Settlement Date any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter.

Any such notice shall be served by the Underwriter prior to 4:00 p.m. on the Settlement Date.

If prior to 4:00 p.m. on the Settlement Date, any such notice as referred to above is given by any of the Underwriter, the obligations of all parties under the Underwriting Agreement shall terminate forthwith and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

UNLIMITED CREATIVITY HOLDINGS LIMITED
無限創意控股有限公司

(Continued in Bermuda with limited liability)
(Stock Code: 8079)

Executive Directors:
Mr. Shiu Yeuk Yuen
Mr. Leung Ge On Andy

Independent non-executive Directors:
Dr. Siu Yim Kwan, Sidney, *S.B.St.J.*
Mr. Kam Tik Lun, *CPA, ACCA, LL.M (ICFL)*
Mr. Lau Gar Hung, Christopher, *Bsc. in Mathematics*

Registered office:
Canon's Court,
22 Victoria Street,
Hamilton HM 12
Bermuda

Head office and principal place of Business in Hong Kong:
7th Floor
Zung Fu Industrial Building
1067 King's Road
Quarry Bay, Hong Kong

11 December 2014

To the Qualifying Shareholders,
and for information only, the Non-Qualifying Shareholders

Dear Sir or Madam,

RIGHTS ISSUE ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY TWO (2) EXISTING SHARES HELD ON THE RECORD DATE AT HK$0.08 PER RIGHTS SHARE

INTRODUCTION

Reference is made to the Announcement and the Circular in relation to, among other things, the Rights Issue and the Change in Board Lot Size.

At the SGM held on 25 November 2014, the relevant resolution approving the Rights Issue was duly passed by the Independent Shareholders by way of poll. As disclosed in the Circular, Able Rich, Mr. Shiu (an executive Director and the chairman of the Company) and their respective associates were required to abstain and therefore had abstained from voting in favour of the resolution approving the Rights Issue and the transactions contemplated thereunder at the SGM. Save for Able Rich, Mr. Shiu and their respective associates, (i) none of the Shareholders were required to abstain from voting in favour of the proposed resolution approving the Rights Issue at the SGM pursuant to the GEM Listing Rules; (ii) there was no Share only entitled the holders thereof to attend and vote only against the resolution at the SGM and (iii) no party has stated its intention in the Circular to vote against the resolution proposed at the SGM. As the Rights Issue has been approved by the Independent Shareholders at the SGM, the Change in Board Lot Size has become effective on 10 December 2014.

The purpose of this prospectus is to provide you with, among other things, further details regarding the Rights Issue.

RIGHTS ISSUE

Issue statistics

Basis of the Rights Issue	:	Five (5) Rights Shares for every two (2) existing Shares held on the Record Date
Subscription Price	:	HK$0.08 per Rights Share
Number of Shares in issue as at the Record Date	:	629,198,155 Shares
Number of Rights Shares	:	1,572,995,385 Rights Shares
Enlarged issued share capital of the Company upon completion of the Rights Issue	:	2,202,193,540 Shares

Subject to the Irrevocable Undertakings and the terms and conditions of the Underwriting Agreement, the Rights Issue will be fully underwritten by the Underwriter. As at the Latest Practicable Date, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Shares.

The total number of 1,572,995,385 Rights Shares represents (i) 250% of the Company's existing issued share capital as at the Latest Practicable Date; and (ii) approximately 71.43% of the Company's issued share capital as enlarged by the issue of the Rights Shares.

Irrevocable Undertakings

As at the date of the Underwriting Agreement, (i) Able Rich, which is wholly owned by Mr. Shiu, together with Mr. Shiu are interested in 228,770,325 Shares; (ii) China 3D is interested in 80,854,500 Shares; (iii) New Smart is interested in 5,155,500 Shares; (iv) Ms. Siu York Chee, who is the sister of Mr. Shiu, is interested in 63,609 Shares; (v) Heavenly Blaze is interested in 127,140 Shares; and (vi) Mr. Leung Ge On Andy, who is a Director, is interested in 63,000 Shares respectively. Pursuant to the Irrevocable Undertakings, each of Able Rich, Mr. Shiu, China 3D, New Smart, Ms. Siu York Chee, Heavenly Blaze and Mr. Leung Ge On Andy has irrevocably undertaken in favour of the Company and the Underwriter, inter alia, that each of them will accept and pay for in full or procure the acceptance of and payment in full by its associates or nominees for the Right Shares provisionally allotted to each of them under the Rights Issue prior to the Latest Time for Acceptance.

Save as disclosed above, the Board had not received any information or irrevocable undertakings from any Shareholder(s) of their intention to take up their assured entitlements under the Rights Issue as at the Latest Practicable Date.

Subscription Price

The Subscription Price of HK$0.08 per Rights Share is payable in full upon acceptance and on application. The Subscription Price represents:

(i) a discount of approximately 51.52% to the closing price of HK$0.165 per Share as quoted on the Stock Exchange on the Last Trading Day;

(ii) a discount of approximately 50.31% to the average closing price of approximately HK$0.161 per Share for the last five consecutive trading days up to and including the Last Trading Day;

(iii) a discount of approximately 23.08% to the theoretical ex-rights price of approximately HK$0.104 per Share, calculated based on the closing price of HK$0.165 per Share as quoted on the Stock Exchange on the Last Trading Day;

(iv) a discount of approximately 23.08% to the closing price of HK$0.104 per Share as quoted on the Stock Exchange on the Latest Practicable Date; and

(v) a discount of approximately 81.26% to the net asset value per Share of approximately HK$0.427 based on the latest audited net asset value attributable to owners of the Company as at 31 March 2014 of approximately HK$268.44 million and the number of Shares in issue as at the Latest Practicable Date of 629,198,155 Shares.

Basis of determining the Subscription Price

The determination of the Subscription Price and subscription ratio was a commercial decision made by the Company after arm's length negotiation between the Company and the Underwriter with reference to the prevailing market price of the Shares. After the completion of the Open Offer which provided a good opportunity for the Company to expand its money lending business, the market price of the Shares was on an ascending trend from February 2014 up to the date of the Announcement. In order to increase the attractiveness of the Rights Issue, the Directors consider that the discount to the market price of the Shares would encourage the Shareholders to participate in the Rights Issue and accordingly maintain their shareholdings in the Company and participate in the future development of the Group. In view of the prevailing market conditions of the capital market in Hong Kong and the benefits of the Rights Issue as detailed in the paragraph headed "Reasons for and benefits of the Rights Issue and intended use of proceeds" below, the Directors consider that the terms of the Rights Issue and the discount of the Subscription Price are fair and reasonable and in the interests of the Group and the Shareholders as a whole.

Qualifying Shareholders

The Rights Issue is only available to the Qualifying Shareholders. The Company will send (i) the Prospectus Documents to the Qualifying Shareholders; and (ii) this prospectus to the Non-Qualifying Shareholders for information purposes only, but no PAL will be sent to the Non-Qualifying Shareholders.

To qualify for the Rights Issue, a Shareholder must:

(i) be registered as a member of the Company at the close of business on the Record Date; and

(ii) not be a Non-Qualifying Shareholder.

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 was one Overseas Shareholder with registered address located in Macau SAR. Based on the advices provided by the legal advisers on the laws of Macau SAR, the offering of the Rights Shares by the Company to its Shareholders with registered addresses in Macau SAR pursuant to the Rights Issue is not subject to any regulatory requirements or procedures in Macau SAR. It would be lawful and will not contravene laws of Macau SAR or regulation for the Company to offer the Rights Shares to those Shareholders with registered addresses in Macau SAR, even though the Prospectus Documents will not be registered in Macau SAR. Therefore, the Directors have decided to extend the Rights Issue to such Overseas Shareholder with registered addresses located in Macau SAR as shown on the register of members of the Company as at the Record Date. Accordingly, there was no Non-Qualifying Shareholder as at the Record Date.

Basis of Provisional Allotment

The basis of the provisional allotment shall be five (5) Rights Shares for every two (2) existing Shares held on the Record Date, being 1,572,995,385 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 by no later than the Latest Time for Acceptance.

Fractions of Rights Shares (if any)

Fractional entitlements to the Rights Shares will not be issued to the Qualifying Shareholders but will be aggregated and sold in the market in their nil-paid form as soon as practicable after dealings in the nil-paid Rights Shares commence if a premium can be obtained. The net proceeds, after deduction of related expenses arising from such sale, will be retained for the benefit of the Company. Any unsold fractional entitlements to the Rights Shares will be taken up by the Underwriter.

No application for excess Rights Shares

After arm's length negotiation with the Underwriter, the Board has decided that the Qualifying Shareholders will not be entitled to subscribe for any Rights Shares in excess of their respective assured entitlements. Given that each Qualifying Shareholder will be given equal and fair opportunity to participate in the Rights Issue, the Board considers that it will put in additional effort and costs (estimated to be HK$200,000 to HK$500,000) to administer the excess application procedures. Any Rights Shares not taken up by the Qualifying Shareholders or otherwise not subscribed for by transferees of nil-paid Rights Shares, and any unsold entitlements of the Non-Qualifying Shareholders will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement. Shareholders and investors should consult their professional advisers if they are in any doubt as to their status.

Status of the Rights Shares

The Rights Shares, when fully paid, allotted and issued, will rank pari passu in all respects among themselves and with the existing 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 after the date of the allotment of the fully-paid Rights Shares.

Certificates of the Rights Shares

Subject to the fulfillment of the conditions of the Rights Issue, certificates for all fully-paid Rights Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Thursday, 8 January 2015.

Procedure for acceptance and payment or transfer

A PAL is enclosed with this prospectus which entitles the Qualifying Shareholders to subscribe for the number of Rights Shares indicated on the PAL. If the Qualifying Shareholders wish to exercise the right to subscribe for all the Rights Shares provisionally allotted to them as specified in the enclosed PAL, the Qualifying Shareholders must lodge the PAL in accordance with the instructions printed thereon, together with a remittance for the full amount payable on acceptance of the number of Rights Shares provisionally allotted to the Qualifying Shareholders, with the Registrar at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:00 p.m. on Tuesday, 30 December 2014. All remittances must be made by cheque or banker's cashier order in Hong Kong dollars. Cheques must be drawn on an account with, and banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**UNLIMITED CREATIVITY 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, has been received by the Registrar by 4:00 p.m. on Tuesday, 30 December 2014, whether by the original allottee or any person by whom the rights have been validly transferred, the provisional allotment and all rights thereunder will be deemed to have been declined and will be cancelled, and such Rights Shares will be made available for underwriting by the Underwriter.

If the Qualifying Shareholders wish to accept only part of their provisional allotment, to transfer part of their rights to subscribe for the Rights Shares provisionally allotted to them or to transfer their rights to more than one person, the entire original PALs must be surrendered and lodged for cancellation by not later than 4:30 p.m. on Wednesday, 17 December 2014 to the Registrar which will cancel the original PALs and issue new PALs in the denominations required. The new PALs will be available for collection at the office of the Registrar during normal business hours after 9:00 a.m. on the next Business Day after the surrender of the original PALs. It should be noted that Hong Kong stamp duty is payable in connection with the transfer of the rights to subscribe for the Rights Shares.

The PAL contains the full information regarding the procedure to be followed if the Qualifying Shareholders wish to accept and/or transfer the whole or part of their provisional allotment of the Right Shares. All cheques and banker's cashier orders 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 the PAL together with a cheque or banker's cashier order in payment for the Rights Shares accepted will constitute a warranty by the applicant that the cheque or banker's cashier order will be honoured on first presentation. If any cheque or banker's cashier order is dishonoured on first presentation, the PAL is liable to be rejected, and in that event the provisional allotment and all rights given pursuant to it will be deemed to have been declined and will be cancelled. No receipt will be issued in respect of any application submitted for the Rights Shares allotted or any part of it.

Application for listing

The Company has applied to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Rights Shares in both their nil-paid and fully-paid forms to be allotted and issued pursuant to the Rights Issue.

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.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares (in both their nil-paid and fully-paid forms) on the Stock Exchange, the Rights Shares (in both their 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 respective commencement dates of dealings in the Rights Shares in each of their nil-paid and fully-paid forms on the Stock Exchange or such other dates 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 trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. The Shareholders and investors should seek the advice of their stockbroker or other professional adviser for details of those settlement arrangements and how such arrangements will affect their rights and interests.

All necessary arrangements will be made to enable the Rights Shares (in both their nil-paid and fully-paid forms) to be admitted into CCASS.

Dealings in the Rights Shares in both their nil-paid and fully-paid forms (both in the new board lot size of 35,000 Shares each) which are registered in the branch register of members of the Company in Hong Kong will be subject to the payment of stamp duty, Stock Exchange trading fee, transaction levy, investor compensation levy or any other applicable fees and charges in Hong Kong.

Taxation

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

Conditions of the Rights Issue

The Rights Issue is conditional upon the following conditions being fulfilled or waived (as appropriate):

(i) the passing of all the necessary resolution(s) by the Board to approve the Underwriting Agreement (including the Rights Issue and the transactions contemplated thereunder);

(ii) the passing of the necessary resolutions(s) at the SGM to approve the Underwriting Agreement and the Rights Issue and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Rights Shares) by the Independent Shareholders;

(iii) the delivery to the Stock Exchange for authorisation and the registration by and filing with the Registrar of Companies in Hong Kong of one copy of each of the Prospectus Documents and otherwise in accordance with the GEM Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance not later than the Posting Date;

(iv) the posting of copies of the Prospectus Documents to the Qualifying Shareholders;

(v) compliance with and performance by the Company of certain undertakings and obligations under the terms of the Underwriting Agreement;

(vi) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment) the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms and such listings and permission to deal not having been withdrawn or revoked by no later than the first day of their dealings on the Stock Exchange;

(vii) the Shares remaining listed on the Stock Exchange at all times prior to the Settlement Date and the listing of the Shares not having been withdrawn or the trading of the Shares not having been suspended for a consecutive period of more than 5 trading days;

(viii) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof; and

(ix) the compliance by the relevant Shareholders under the Irrevocable Undertakings given in favour of the Company and the Underwriter from the date of the Irrevocable Undertakings up to the Latest Time for Acceptance.

The conditions set out above (other than conditions (v) and (vii) which can only be waived by the Underwriter in whole or in part) are incapable of being waived. In the event that the above conditions (i), (ii), (iii) and (iv) have not been satisfied on or before the Posting Date or in the event that the above conditions (v), (vi), (vii), (viii) and (ix) have not satisfied and/or waived by the Underwriter in whole or in part (as the case may be) on or before 4:00 p.m. on the Settlement Date or such other time and date as specified therein (or, in each case, such later date as the Underwriter and the Company may agree in writing), the Underwriting Agreement shall terminate and all liabilities of the parties to the Underwriting Agreement shall cease and determine and neither party shall have any claim against the other, save for any antecedent breaches.

As at the Latest Practicable Date, conditions (i) and (ii) above have been fulfilled.

UNDERWRITING ARRANGEMENTS

Underwriting Agreement

Date	:	10 October 2014 (after trading hours)
Underwriter	:	Kingston Securities Limited
Total number of Rights Shares	:	1,572,995,385 Rights Shares
Total number of Underwritten Shares	:	785,410,205 Rights Shares (having taken into account the Irrevocable Undertakings and on the basis that no new Share being issued, and no Share being repurchased, on or before the Record Date), being the total number of Rights Shares less 787,585,180 Rights Shares that Able Rich, Mr. Shiu, China 3D, New Smart, Ms. Siu York Chee, Heavenly Blaze and Mr. Leung Ge On Andy have undertaken to will accept and pay for in full or procure the acceptance of and payment in full by its associates or nominees pursuant to the Irrevocable Undertakings.

Underwriting commission	:	Payable by the Company to the Underwriter at 2.5% of the aggregate Subscription Price in respect of the Underwritten Shares. The commission rates were determined after arms' length negotiations between the Company and the Underwriter with reference to, among other things, the scale of the Rights Issue and the market rate, and the Board considers (excluding the independent non-executive Directors who will give their view on the Rights Issue after taking into account the advice of the independent financial adviser) that the underwriting commission rate is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Pursuant to the Underwriting Agreement, the Underwriter shall not subscribe, for its own account, for such number of Untaken Shares which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to exceed 19.9% of the voting rights of the Company upon the completion of the Rights Issue. The Underwriter shall also use its best endeavours to ensure that each of the subscribers or sub-underwriter(s) of the Underwritten Shares procured by it (i) shall be an Independent Third Party and, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors or chief executive of the Company or substantial Shareholders or their respective associates; and (ii) save for the Underwriter itself and its associates, shall not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 10.0% or more of the voting rights of the Company upon completion of the Rights Issue.

On 7 November 2014, the Underwriter has entered into sub-underwriting agreements/subscription agreements with four sub-underwriters/subscribers to sub-underwrite/subscribe for an aggregate of 350,000,000 Underwritten Shares (representing approximately 15.89% of the enlarged share capital of the Company immediately after completion of the Rights Issue (the "**Enlarged Capital**")). The four sub-underwriters/subscribers are Independent Third Parties and not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors or chief executive of the Company or substantial Shareholders or their respective associates. Of the four sub-underwriters/subscribers, three of which have each procured to subscribe for 100,000,000 Underwritten Shares (each representing approximately 4.54% of the Enlarged Capital) and the remaining one of which has procured to subscribe for 50,000,000 Underwritten Shares (representing approximately 2.27% of the Enlarged Capital).

According to the sub-underwriting arrangements above, it is expected that none of the sub-underwriters/subscribers will become a substantial Shareholder immediately after the completion of the Rights Issue. In the event any of the sub-underwriters/subscribers above becomes a substantial Shareholder after completion of the Rights Issue, further announcement will be made by the Company.

Termination of the Underwriting Agreement

If, prior to 4:00 p.m. on the Settlement Date:

(i) in the absolute opinion of the Underwriter, the success of the Rights Issue would be materially and adversely affected by:

(a) the introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which may in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position of the Group as a whole or is materially adverse in the context of the Rights Issue; or

(b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement) of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(c) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of the Underwriter materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(ii) any material adverse change in market conditions (including without limitation, a change in fiscal or monetary policy, or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the absolute opinion of the Underwriter makes it inexpedient or in advisable to proceed with the Rights Issue; or

(iii) this prospectus when published contains information (either as to business prospects or the condition of the Group or as to its compliance with any laws or the GEM Listing Rules or any applicable regulations) which has not prior to the date hereof been publicly announced or published by the Company and which may in the absolute opinion of the Underwriter be material to the Group as a whole upon completion of the Rights Issue and is likely to affect materially and adversely the success of the Rights Issue,

the Underwriter shall be entitled by notice in writing to the Company, served prior to 4:00 p.m. on the Settlement Date, to terminate the Underwriting Agreement.

The Underwriter shall be entitled by notice in writing to rescind the Underwriting Agreement if prior to 4:00 p.m. on the Settlement Date any material breach of any of the representations, warranties or undertakings contained in the Underwriting Agreement comes to the knowledge of the Underwriter.

Any such notice shall be served by the Underwriter prior to 4:00 p.m. on the Settlement Date.

If prior to 4:00 p.m. on the Settlement Date, any such notice as referred to above is given by any of the Underwriter, the obligations of all parties under the Underwriting Agreement shall terminate forthwith and no party shall have any claim against any other party for costs, damages, compensation or otherwise save for any antecedent breaches.

Shareholding structure of the Company in respect of the Rights Issue

Set out below is the shareholding structure of the Company immediately before and after completion of the Rights Issue:

			Immediately after completion of the Rights Issue			
Shareholders	**As at the Latest Practicable Date**		**Assuming all Qualifying Shareholders take up their respective entitlements under the Rights Issue**		**Assuming no Qualifying Shareholders take up their respective entitlements under the Rights Issue (save for those under the Irrevocable Undertakings)**	
	No. of Shares	*Approx. %*	*No. of Shares*	*Approx. %*	*No. of Shares*	*Approx. %*
Mr. Shiu and/or Able Rich *(Note 1)*	233,310,325	37.08	816,586,135	37.08	800,696,135	36.36
China 3D *(Note 2)*	80,854,500	12.85	282,990,750	12.85	282,990,750	12.85
New Smart *(Note 3)*	5,155,500	0.82	18,044,250	0.82	18,044,250	0.82
Heavenly Blaze *(Note 4)*	127,140	0.02	444,990	0.02	444,990	0.02
Ms. Siu York Chee *(Note 5)*	63,609	0.01	222,629	0.01	222,629	0.01
Mr. Leung Kwok Kui *(Note 6)*	2	0.00	7	0.00	2	0.00
Mr. Siu Yeuk Bik, Amy *(Note 7)*	27	0.00	92	0.00	27	0.00
Ms. Hau Lai Mei *(Note 8)*	16	0.00	56	0.00	16	0.00
Mr. Leung Ge On Andy *(Note 9)*	63,000	0.01	220,500	0.01	220,500	0.01
Underwriter and sub-underwriters/ subscribers procured by the Underwriter *(Note 10)*	1	0.00	11	0.00	785,410,206	35.66
Other public Shareholders	309,624,035	49.21	1,083,684,120	49.21	314,164,035	14.27
Total	**629,198,155**	**100.00**	**2,202,193,540**	**100.00**	**2,202,193,540**	**100.00**

Notes:

1. Able Rich is wholly-owned by Rich Treasure, of which Mr. Shiu is the sole director and shareholder holding it on trust for certain family members. Mr. Shiu is an executive Director and the chairman of the Company. For ease of reference, the shareholding of Able Rich and Mr. Shiu are consolidated together for reference.

2. China 3D is owned as to approximately 3.38% by the Company and approximately 0.03% by Shiu Stephen Junior, the son of Mr. Shiu.

3. New Smart is a wholly-owned subsidiary of China 3D.

4. Heavenly Blaze is beneficially owned as to (i) 50% by Mr. Shiu Stephen Junior, son of Mr. Shiu and (ii) 50% by Ms. Chen Min, spouse of Mr. Shiu Stephen Junior.

5. Ms. Siu York Chee is the sister of Mr. Shiu and the director of certain subsidiaries of the Company.

6. Mr. Leung Kwok Kui is the spouse of Ms. Siu York Chee, brother-in-law of Mr. Shiu, and the director of certain subsidiaries of the Company.

7. Ms. Siu Yeuk Bik, Amy is the sister of Mr. Shiu.

8. Ms. Hau Lai Mei is the spouse of Mr. Shiu.

9. Mr. Leung Ge On Andy is an executive Director.

10. Pursuant to the Underwriting Agreement, the Underwriter shall not subscribe, for its own account, for such number of Untaken Shares which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to exceed 19.9% of the voting rights of the Company upon the completion of the Rights Issue. The Underwriter shall also use its best endeavours to ensure that each of the subscribers or sub-underwriter(s) of the Underwritten Shares procured by it (i) shall be an Independent Third Party of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors or chief executive of the Company or substantial Shareholders or their respective associates; and (ii) save for the Underwriter itself and its associates, shall not, together with any party acting in concert (within the meaning of the Takeovers Code) with it, hold 10.0% or more of the voting rights of the Company upon completion of the Rights Issue.

    On 7 November 2014, the Underwriter has entered into sub-underwriting agreements/subscription agreements with four sub-underwriters/subscribers to sub-underwrite/subscribe for an aggregate of 350,000,000 Underwritten Shares (representing approximately 15.89% of the enlarged share capital of the Company immediately after completion of the Rights Issue (the "**Enlarged Capital**")). The four sub-underwriters/subscribers are Independent Third Parties and not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the Directors or chief executive of the Company or substantial Shareholders or their respective associates. Of the four sub-underwriters/subscribers, three of which have each procured to subscribe for 100,000,000 Underwritten Shares (each representing approximately 4.54% of the Enlarged Capital) and the remaining one of which has procured to subscribe for 50,000,000 Underwritten Shares (representing approximately 2.27% of the Enlarged Capital).

    According to the sub-underwriting arrangements above, it is expected that none of the sub-underwriters/subscribers will become a substantial Shareholder immediately after the completion of the Rights Issue. In the event any of the sub-underwriters/subscribers above becomes a substantial Shareholder after completion of the Rights Issue, further announcement will be made by the Company.

WARNING OF THE RISKS OF DEALING IN THE SHARES AND THE NIL-PAID RIGHTS SHARES

Shareholders and potential investors should note that the Rights Issue are 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.

The Shares have been dealt in on an ex-rights basis from Wednesday, 3 December 2014. Dealings in the Rights Shares in the nil-paid form will take place from Monday, 15 December 2014 to Monday, 22 December 2014 (both dates inclusive). If the conditions of the Rights Issue are not fulfilled or the Underwriting Agreement is terminated, the Rights Issue will not proceed. Any Shareholders or other persons contemplating selling or purchasing Shares and/or Rights Shares in their nil-paid form who are in any doubt about their position are recommended to consult their professional advisers. Any Shareholders or other persons dealing in Shares up to the date on which all the conditions to which the Rights Issue is subject are fulfilled (and the date on which the Underwriter's right of termination of the Underwriting Agreement ceases) and any persons dealing in the nil-paid Rights Shares during the period from Monday, 15 December 2014 to Monday, 22 December 2014 (both dates inclusive) will accordingly bear the risk that the Rights Issue may not become unconditional and may not proceed.

REASONS FOR AND BENEFITS OF THE RIGHTS ISSUE AND INTENDED USE OF PROCEEDS

After actively participating in the money lending business for more than two years, the company has built a solid client base of more than 1,000 clients. For the financial year ended 31 March 2014, the turnover for the money lending business of the Company was approximately HK$33.3 million, representing an increase of approximately 57.3% when compared with the continuing operations in 2013.

After the completion of the Open Offer, the Company used part of the proceeds from the Open Offer for expanding its money lending business. As the money lending business continues to show satisfactory turnover and profit to the Group, the Company intends to further expand its money lending business. As disclosed in the annual report of the Company for the year ended 31 March 2014, the cash and cash equivalent of the Group as at 31 March 2014 was approximately HK$11.6 million and the average net cash used in operation activities was approximately HK$9.0 million per month (based on the net cash used in operating activities of approximately HK$108.6 million for the year ended 31 March 2014). To expand the money lending business by increasing the amount of loans and advances to customers to generate more loan interests, sufficient cash resources is required. Having considered the cash position of the Company, the Directors are of the view that additional funding is necessary so as to maintain a reasonable cash and bank balance for the healthy operation of the Company and not to limit the expansion of its money lending business. The Board considers that the Rights Issue represents an opportunity for the Company to develop its money lending business and enhance its working capital. In addition to the money lending business, the Company also intends to put more efforts on its retail business and/or medicine store, such as promotion, advertising, acquiring or setting up one or two retail stores. As at the Latest Practicable Date, the Group was still identifying suitable location(s) or acquisition opportunities for the said retail stores and no suitable location has been found yet. In the event that the Group could not identify any suitable location to expand its retail business and/or medicine store, the proceeds reserved for the development of retail business and/or medicine store will be allocated to the money lending business.

The Board has also considered other fund raising alternatives before resolving to the Rights Issue, including but not limited to bank borrowings and share placement. In the view that borrowings would result in additional interest burden and higher gearing ratio of the Group; and share placement may necessarily dilute the shareholding in the Company of the existing Shareholders, the Board considers raising funds by way of the Rights Issue is more cost effective and efficient. The Board is aware of the absence of arrangement for excess application, the dilution impact of the Rights Issue and also the aggregate dilution impact after taking into account of the completion of the Open Offer. Having considered that (i) the Rights Issue can provide an opportunity for the Company to further expand its money lending business which satisfactory turnovers were continuously recorded; (ii) all the Qualifying Shareholders are offered an equal opportunity to participate in the enlargement of the capital base of the Company; and (iii) the Rights Issue 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, the Board is of the view that the Rights Issue is fair and reasonable and in the best interests of the Company and its Shareholders as a whole. However, those Qualifying Shareholders who do not take up the Rights Shares to which they are entitled should note that their shareholdings in the Company will be diluted.

The net proceeds from the Rights Issue are expected to be approximately HK$123.1 million (assuming no new Share being issued and no Share being repurchased by the Company on or before the Record Date), which will be used as to (i) approximately HK$74.1 million for expanding its money lending business; (ii) as to approximately HK$29 million for expanding its retail business and/or medicine store; and (iii) the remaining of approximately HK$20 million for general working capital of the Group. The usage of the general working capital includes the administrative expenses (such as salaries, office rentals and professional fees, etc.) in a total of approximately HK$2 million per month.

BUSINESS REVIEW AND TRADING PROSPECT OF THE GROUP

The Company is principally engaged in money lending business, property investment, financial instruments, retail business, medicine store and quoted shares investment in Hong Kong.

As mentioned in the annual report of the Company for the year ended 31 March 2014, the Group recorded a turnover of approximately HK$37.9 million, representing an increase of approximately 64.7% when compared with the continuing operations in last year. Loss attributable to owners of the Company for the year ended 31 March 2014 was approximately HK$12.3 million, representing a decrease of approximately 65.1% when compared with the financial year 2013. The total assets and liabilities of the Group as at 31 March 2014 was approximately HK$290 million and HK$21.8 million respectively. The cash and cash equivalent of the Group as at 31 March 2014 was approximately HK$11.6 million.

Among the four business segments of the Group, namely money lending business, property investment, securities and bonds investment and retail business, money lending business continues to provide the largest contribution of approximately HK$33.3 million to the total turnover of the Group. The profit from this segment for the two years ended 31 March 2014 and 2013 are approximately HK$14.7 million and HK$11.5 million respectively. The total amount of loans and advances to customers for the two years ended 31 March 2014 and 2013 are approximately HK$208.0 million and HK$110.8 million respectively. The default rate (calculated based on the total bad debts and the total amount of loans and advances to customers during the financial year) for the two years ended 31 March 2014 and 2013 are approximately 1.13% and 6.37% respectively. With a wide solid client base, a satisfactory profit was also brought from this segment. In March 2013, one of the group's subsidiaries became a TransUnion member, who enables the company to obtain credit report in accordance with the Code of Practice on Consumer Credit Data issued by the Office of the Privacy Commissioner for Personal Data, Hong Kong. By virtues of the report, it enables the Company to make informed, reliable and objective decisions so as to approve loans efficiently, staying informed about our clients' credit status as well as alerting signs of potential fraud. As money lending business was proved to bring to the Group satisfactory turnover and profit, the Group will continue actively develop this business. The Company intends to expand this business segment by continuing to provide loans to corporate and individual customers such as car loans and mortgage loans. Customers of this segment are principally sourced from cold calls to customers by consultant agents, walk-in customers and advertising via various websites, etc.

For the property investment business, the rental income generated from the investment properties continued providing steady income to the Group. The turnover of this business segment for the year ended 31 March 2014 was approximately HK$0.7 million, representing an increase of approximately 28.4% when compared with the financial year 2013. Forward looking, in view of the land supply continues to be scarce in Hong Kong, the Company continues to be optimistic about the property market in Hong Kong and believes that this business segment will continue to provide revenue and benefits in the long-term to the Group and the Shareholders as a whole.

For securities and bonds investments, an amount of approximately HK$12.9 million has been recorded as loss reclassified from equity to profit or loss upon disposal of available for sale financial assets. In view of the volatility of the global economic environment, driven by the European sovereign debt crises and the economic downturn in the United States continues in the financial year 2014, the Company will take more conservative step to invest in securities and bonds investment. The Company will also continue to closely monitor the relevant risk and control. Focus will be placed on corporate bonds with good credit rating. The investments will be held for short-to-medium term trading purpose.

For the retail business of the Group, the turnover of this segment for the year ended 31 March 2014 was approximately HK$3.9 million, being 197.7% increased from 2013. The Group will continue to monitor the operation and develop new market in order to increase the turnover and market share.

The Group will continue to look for ways to further improve its existing business and explore new investment opportunities to broaden the business scope of the Group with the ultimate goal to maximise the return to Shareholders.

RISK FACTORS

Shareholders and prospective investors should be aware that the Group is exposed to certain degree of potential risks which include, but are not limited to, the followings:

Credit risk in money lending business

Credit risk refers to the risk that the borrowers or counterparties may default on their payment obligations due to the Group. These obligations arise from the Group's lending and investment activities. Generally, the maximum credit risk exposure of financial assets is the carrying amount of the financial assets as shown on the face of the statement of financial positions in the annual report of the Company for the year ended 31 March 2014. The Company mainly provides mortgage loans and personal loans to customers. Securities are required for all mortgage loans and some of the personal loans which are considered based on the amount of loan and the credit history of customers. None of the financial assets of the Group are secured by collateral or other credit enhancements except for loans and advances.

In order to minimize the credit risk, the Group has established policies and systems for the monitoring and control of credit risk. The management has delegated different divisions responsible for determination of credit limits, credit approvals and other monitoring processes to ensure that follow-up action is taken to recover overdue debts. In addition, management reviews the recoverable amount of loans and advances individually and collectively at each reporting date to ensure that adequate provision for impairment are made for irrecoverable amounts.

Moreover, one of the Group's subsidiaries became a TransUnion member, who enables the company to obtain credit report in accordance with the Code of Practice on Consumer Credit Data issued by the Office of the Privacy Commissioner for Personal Data, Hong Kong. By virtues of the report, it enables the Company to make informed, reliable and objective decisions so as to approve loans efficiently, staying informed about our clients' credit status as well as alerting signs of potential fraud. In this regard, management considers that the Group's credit risk is significantly reduced.

Risk relating to competition in the retail business and medicine store

The retail business and medicine store are under vigorous competition throughout Hong Kong. Increased competition could result in price reduction, reduced profit margins and loss of market share, any of which could adversely affect the Group's operation results.

In addition, the capital expenditure, economical changes in the business, additional costs to be incurred for the contingency plans, foreseeable changes in the customer base and the market requirement in the products, market competitors, possible political, cultural or environmental changes and any possible changing elements. In the event that the Group's management is unable to manage the aforesaid, the Group's profitability might be adversely affected.

The Company will continue to source goods from various suppliers at reasonable cost and keep the competitiveness of its retail and medicine stores by increasing the types of goods and selling the goods at a more attractive price according to the prevailing market conditions.

The Group depends on its key executives and personnel

The money-lending business, retail business and operation of medicine store are a people-oriented business with a strong emphasis attached to the capability and efforts of the management team. The Group's performance depends, to a significant extent, on the continued service of its key executive personnel who provide expertise and client network to the Group. If the Group is unable to attract, retain and motivate the necessary executive personnel, the Group's business, operation and financial conditions may be adversely affected. To retain good employees in the Group as well as to hire potential talents, the Group will continue to review the remuneration packages of the employees based on their qualification and experience and the prevailing market conditions.

FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

Save as disclosed below, the Company has not conducted any other fund raising exercise in the past twelve months immediately prior to the date of the Announcement.

Date of initial announcement	Event	Net proceeds	Intended use of net proceeds	Actual use of net proceeds as at the Latest Practicable Date
22 November 2013	Open Offer	Approximately HK$48.3 million	(i) As to approximately HK$38.7 million for expanding its money lending business; and (ii) the remaining of approximately HK$9.6 million for general working capital and/or for the development of the Group's business.	Used as intended as to (i) approximately HK$38.7 million for expanding its money lending business; and (ii) the remaining of approximately HK$9.6 million for general working capital

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendix to this prospectus. In case of any inconsistency between the English and Chinese versions of this prospectus, the English version will prevail.

By order of the Board
Unlimited Creativity Holdings Limited
Shiu Yuek Yuen
Chairman

1. SUMMARY OF FINANCIAL INFORMATION

The financial information of the Group for the three years ended 31 March 2014 and 2013 and 2012 are disclosed in the annual reports of the Company for the years ended 31 March 2014 (pages 25 to 110) and 2013 (pages 22 to 104) and 2012 (pages 21 to 88) respectively. The unaudited financial information of the Group for the six months ended 30 September 2014 is disclosed in the interim report of the Company for such period. All the above reports of the Company have been published on the website of the Stock Exchange (http://www.hkexnews.hk) and the website of the Company (http://www.ulcreativity.com).

2. INDEBTEDNESS STATEMENT

As at the close of business on 31 October 2014 (being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this prospectus), the Group had outstanding indebtedness denominated in Hong Kong dollars of approximately HK$41.9 million which comprised of secured bank loan of approximately US$2.1 million (equivalent to approximately HK$16.3 million), secured bank overdraft of approximately HK$0.8 million, unsecured loan of HK$7.0 million from an independent third party, unsecured loans of HK$17.2 million from related parties and obligations under finance lease of approximately HK$0.6 million.

Banking Guarantee

As at 31 October 2014, a fixed deposit of HK$678,600 had been pledged to a bank as a security for a banking guarantee issued for a 3-year tenancy agreement jointly entered into between Wit Way Enterprise Limited, as the landlord, and Top Euro Limited, an indirect wholly-owned subsidiary of the Company and Mark Glory International Enterprise Limited, an indirect wholly-owned subsidiary of China 3D Digital Entertainment Limited, both as tenants, in relation to lease of an office premises at 7/F., Zung Fu Industrial Building, 1067 King's Road, Quarry Bay, Hong Kong.

Contingent Liabilities

The above-mentioned 3-year tenancy agreement was signed on 9 October 2012 and commenced on 1 November 2012 with a monthly rental of HK$220,000 inclusive of management charges (equivalent to HK$2,640,000 per annum), but exclusive of government rates and all other outgoings.

The rent, government rates and all outgoings of the office premises shall be paid by the tenants in equal share. If either party fails to fulfill their leasing obligations under the agreement, the other party will obligate to pay the other party's outstanding contingent rental liability amounting to HK$1,320,000 per annum. The taking-up of the contingent rental liability constitutes a provision of financial assistance under the GEM Listing Rules.

Save as aforesaid and apart from intra-group liabilities and normal trade and other payables, the Group did not, at as the close of business on 31 October 2014, have any mortgage, charges, debt securities issued and outstanding or agreed to be issued, bank overdraft, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, hire purchase or finance lease commitments, guarantees or other material contingent liabilities.

Save as disclosed above, the Directors have confirmed that there have been no material changes in the indebtedness and contingent liabilities of the Group since 31 October 2014, up to and including the Latest Practicable Date.

3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account the existing cash and bank balances and other internal resources available and also the estimated net proceeds from the Rights Issue, the Group has sufficient working capital for its present requirements and for at least 12 months from the date of this prospectus in the absence of unforeseen circumstances.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial position or trading position of the Group since 31 March 2014, being the date to which the latest published audited financial statements of the Group was made up.

A. Unaudited Pro Forma Statement of Adjusted Consolidated Net Tangible Assets of the Group

The following is an unaudited pro forma statement of adjusted consolidated net tangible assets of the Group attributable to the owners of the Company (the "Unaudited Pro Forma Financial Information") prepared in accordance with paragraph 31 of Chapter 7 of the GEM Listing Rules and is set out to illustrate the effect of the Rights Issue on the consolidated net tangible assets of the Group attributable to the owners of the Company as if the Rights Issue had been completed on 30 September 2014.

The Unaudited Pro Forma Financial Information is prepared for illustrative purpose only, based on the judgements, estimates and assumptions for the directors of the Company, and because of its nature, it may not give a true picture of the financial position of the Group on the completion of the Rights Issue.

The Unaudited Pro Forma Financial Information is prepared based on the unaudited consolidated net assets of the Group attributable to the owners of the Company as at 30 September 2014, as extracted from the published unaudited interim report of the Group for the six months ended 30 September 2014 and the adjustments described below.

	Unaudited consolidated net assets of the Group attributable to the owners of the Company as at 30 September 2014	Unaudited consolidated net tangible assets of the Group attributable to owners of the Company per Share as at 30 September 2014	Estimated net proceeds from the Rights Issue	Unaudited pro forma adjusted consolidated net tangible assets of the Group upon completion of the Rights Issue attributable to the owners of the Company as at 30 September 2014	Unaudited pro forma adjusted consolidated net tangible assets of the Group upon completion of the Rights Issue attributable to the owners of the Company per Share as at 30 September 2014
	HK$'000	*HK$*	*HK$'000*	*HK$'000*	*HK$*
	(Note 2)	*(Note 3)*	*(Note 4)*	*(Note 5)*	*(Note 6)*
Issue of Rights Shares based on 1,572,995,385 Rights Shares at subscription price of HK$0.08 per Rights Share *(Note 1)*	280,346	0.44	123,100	403,446	0.18

Notes:

1. The Rights Issue of 1,572,995,385 Rights Shares is calculated on the basis of five Rights Shares for every two existing Shares held on the Record Date. It is based on 629,198,155 shares in issue as at 30 September 2014.

2. The unaudited consolidated net assets of the Group attributable to the owners of the Company as at 30 September 2014 is extracted from the published unaudited interim report of the Group for the six months ended 30 September 2014.

3. The calculation of consolidated net tangible assets of the Group attributable to the owners of the Company per share is based on 629,198,155 shares in issue as at 30 September 2014.

4. The estimated net proceeds from the Rights Issue are calculated based on of 1,572,995,385 Rights Shares to be issued at the subscription price of HK$0.08 per Rights Share and after deduction of the estimated related expenses which are directly attributable to the Rights Issue of approximately HK$2,700,000.

5. No adjustment has been made to the unaudited pro forma adjusted consolidated net tangible assets of the Group to reflect any trading results or other transactions of the Group entered into subsequent to 30 September 2014.

6. The unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to the owners of the Company per Share immediately after completion of the Rights Issue is calculated based on 2,202,193,540 Shares which comprise 629,198,155 Shares in issue as at 30 September 2014 and 1,572,995,385 Rights Shares expected to be issued on the completion of the Rights Issue.

B. ACCOUNTANTS' REPORT ON UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following is the text of a report received from the independent reporting accountants, Ting Ho Kwan & Chan CPA Limited, Certified Public Accountants, Hong Kong, prepared for the sole purpose of incorporation in this prospectus, in respect of the unaudited pro forma financial information of the Company.

丁何關陳會計師事務所有限公司
TING HO KWAN & CHAN CPA LIMITED
9/F., Tung Ning Building, 249-253 Des Voeux Road C, Hong Kong
香港德輔道中249-253號東寧大廈九樓

11 December 2014

The Board of Directors
Unlimited Creativity Holdings Limited
7th Floor, Zung Fu Industrial Building
1067 King's Road
Quarry Bay, Hong Kong

Dear Sirs

INDEPENDENT REPORTING ACCOUNTANT'S ASSURANCE REPORT ON THE COMPILATION OF PRO FORMA FINANCIAL INFORMATION

TO THE DIRECTORS OF UNLIMITED CREATIVITY HOLDINGS LIMITED

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Unlimited Creativity Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") by the directors for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of adjusted consolidated net tangible assets of the Group as at 30 September 2014 and related notes (the "Unaudited Pro Forma Financial Information") as set out in Appendix II to the prospectus issued by the Company dated 11 December 2014 (the "Prospectus"). The applicable criteria on the basis of which the directors have compiled the Unaudited Pro Forma Financial Information are described in Appendix II to the Prospectus.

The Unaudited Pro Forma Financial Information has been compiled by the directors to illustrate the impact of the proposed issue of 1,572,995,385 shares of the Company at a price of HK$0.08 each on the basis of five rights shares for every two existing shares held ("Rights Issue") on the Group's financial position as at 30 September 2014 as if the Rights Issue had taken place at 30 September 2014. As part of this process, information about the Group's financial position has been extracted by the directors from the Group's financial statements for the six months ended 30 September 2014, on which no audit or review report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 7.31 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM 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 Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 7.31(7) of the GEM 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 ("HKSAE") 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 accountant 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 7.31 of the GEM 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 the Prospectus is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or 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 30 September 2014 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 accountant's judgment, having regard to the reporting accountant's 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 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 7.31(1) of the GEM Rules.

TING HO KWAN & CHAN CPA LIMITED
Certified Public Accountants

WONG KAM CHUEN
Practising Certificate Number P06175
Hong Kong

1. RESPONSIBILITY STATEMENT

This prospectus for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, 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 this prospectus misleading.

2. SHARE CAPITAL

(I) Share capital of the Company as at the Latest Practicable Date:

Authorised:		*HK$*
30,000,000,000	Shares	300,000,000.00
Issued and fully paid:		*HK$*
629,198,155	Shares	6,291,981.55

(II) Share capital of the Company immediately after completion of the Rights Issue:

Authorised:		*HK$*
30,000,000,000	Shares	300,000,000.00
Issued and fully paid:		*HK$*
629,198,155	Shares as at Latest Practicable Date	6,291,981.55
1,572,995,385	Rights Shares to be issued pursuant to the Rights Issue	15,729,953.85
2,202,193,540	Shares following the completion of the Rights Issue	22,021,935.40

All the existing Shares in issue are fully-paid and rank *pari passu* in all respects including all rights as to dividends, voting and return of capital. The Rights Shares (when allotted, issued and fully-paid) will rank *pari passu* in all respects with the Shares in issue on the date of allotment and issue of the Rights Shares. Holders of the Rights Shares in their fully-paid form will be entitled to receive all future dividends and distributions which are declared, made or paid on or after the date of allotment and issue of the Rights Shares.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Rights Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

As at the Latest Practicable Date, the Company did not have any outstanding warrants, options or securities convertible into Shares.

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

As at the Latest Practicable Date, no share or loan capital of the Company or any of its subsidiaries had been put under option, or agreed conditionally or unconditionally to be put under option.

3. DISCLOSURE OF INTERESTS BY DIRECTORS

Save as disclosed below, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to the Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors, to be notified to the Company and the Stock Exchange.

Name	Personal Interests	Family Interests	Other Interests	Total	Approximate percentage of the issued share capital of the Company
Mr. Shiu	10,136,200	16 *(note 1)*	223,174,125 *(note 2)*	233,310,341	37.08%
Mr. Leung Ge On, Andy	63,000	–	–	63,000	0.01%

Notes:

1. 16 shares are held by Ms. Hau Lai Mei, the spouse of Mr. Shiu.

2. 223,174,125 Shares are held by Able Rich, a wholly-owned subsidiary of Rich Treasure, of which Mr. Shiu is the sole director and shareholder of Rich Treasure.

4. INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to the Directors or chief executives of the Company, the following person (other than a Director or chief executives of the Company) had interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, 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 member of the Group.

Name of Shareholder	Capacity	Long position/ short position	Number of Shares interested	Approximate percentage of the issued share capital of the Company	*Notes*
Able Rich	Beneficial owner	Long position	223,174,125	35.47%	1
Rich Treasure	Interest in controlled corporation	Long position	223,174,125	35.47%	1
The Underwriter	Beneficial owner	Long position	785,410,206	35.66%	2
Galaxy Sky Investments Limited	Interest in controlled corporation	Long position	785,410,206	35.66%	2
Kingston Capital Asia Limited	Interest in controlled corporation	Long position	785,410,206	35.66%	2
Kingston Financial Group Limited	Interest in controlled corporation	Long position	785,410,206	35.66%	2
Active Dynamic Limited	Interest in controlled corporation	Long position	785,410,206	35.66%	2
Ms. Chu Yuet Wah	Interest in controlled corporation	Long position	785,410,206	35.66%	2

Notes:

1. 223,174,125 Shares are held by Able Rich, a wholly-owned subsidiary of Rich Treasure, of which Mr. Shiu is the sole director and shareholder of Rich Treasure.

2. The total of 785,410,206 Shares include (i) 1 ordinary Share; and (ii) 785,410,205 Rights Shares which the Underwriter is interested under the Underwriting Agreement on the assumption of no acceptance by the Qualifying Shareholders under the Rights Issue. The Underwriter is a wholly-owned subsidiary of Galaxy Sky Investments Limited, which is wholly owned by Kingston Capital Asia Limited. Kingston Capital Asia Limited is wholly owned by Kingston Financial Group Limited. Active Dynamic Limited owns 42.90% interest in Kingston Financial Group Limited. Ms. Chu Yuet Wah owns 100% interest in Active Dynamic Limited.

5. SERVICE CONTRACT

As the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which does not expire or is not terminable by such member of the Group within one year without payment of compensation (other than statutory compensation).

6. LITIGATION

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, the Group was not engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance is known to the Directors to be pending or threatened by or against any member of the Group.

7. COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors were aware, none of the Directors or their respective associates had any interest in any business which competes or may compete, either directly or indirectly, with the business of the Group or has or may have any other conflicts of interest with the Group pursuant to the GEM Listing Rules.

8. DIRECTORS' INTEREST IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, none of the Directors were materially interested in any subsisting contract or arrangement which is significant in relation to the business of the Group. As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31 March 2014, being the date to which the latest published audited accounts of the Group were made up, acquired or disposed of by, or leased to any member of the Group, or were proposed to be acquired or disposed of, or leased to any member of the Group.

9. EXPERT AND CONSENT

The following is the qualification of the expert who has given its opinions which are contained or referred to in this prospectus:

Name	Qualification
Ting Ho Kwan & Chan CPA Limited	Certified Public Accountants

As at the Latest Practicable Date, the expert above has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion herein of its respective report and/or letter and/or opinion (as the case may be), and/or the references to its name included in the form and context in which it is respectively included.

As of the Latest Practicable Date, the expert above was not beneficially interested in the share capital of any member of the Group nor did it has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, the expert above did not have any direct or indirect interest in any assets which have been acquired, or disposed of by, or leased to any member of the Group, or were proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 March 2014 (the date to which the latest published audited report of the Group were made up).

10. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by the members of the Group within two years immediately preceding the date of this prospectus, which are or may be material:

1. the Underwriting Agreement;

2. Underwriting agreement dated 18 November 2013 (as supplemented by a side letter dated 12 December 2013) entered into between the Company, Able Rich and the Underwriter (both as underwriter) in relation to the Open Offer;

3. Supplemental placing agreement dated 26 July 2013 entered into between the Company and FT Securities Limited in relation to the amendment to the placing period of the placing referred to in paragraph 4 below;

4. Placing agreement dated 24 July 2013 entered into between the Company and FT Securities Limited (as placing agent) in relation to the placing of a maximum of 20,960,000 new Shares at the placing price of HK$0.225 each. Gross and net proceeds from such placing were approximately HK$4.71 million and HK$4.49 million respectively; and

5. Agreement dated 7 January 2013 entered into between Top Euro Limited as the seller (an indirect wholly-owned subsidiary of the Company) and Sure Power Limited as the purchaser (an independent third party) in relation to disposal of a property located at 1st Floor and 2nd Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong together with the External Wall Area I, External Wall Area II and External Wall Area III for a consideration of HK$74,000,000.

11. CORPORATE INFORMATION AND PARTIES INVOLVED

Registered Office	Canon's Court 22 Victoria Street Hamilton HM 12 Bermuda
Headquarters and principal place of business in Hong Kong and office address of all Directors	7th Floor Zung Fu Industrial Building 1067 King's Road Quarry Bay, Hong Kong
Authorised representative	Mr. Shiu Yeuk Yuen 7th Floor Zung Fu Industrial Building 1067 King's Road Quarry Bay, Hong Kong Mr. Leung Ge On Andy 7th Floor Zung Fu Industrial Building 1067 King's Road Quarry Bay, Hong Kong
Executive Directors	Mr. Shiu Yeuk Yuen Mr. Leung Ge On Andy
Independent non-executive Directors	Dr. Siu Yim Kwan, Sidney Mr. Kam Tik Lun Mr. Lau Gar Hung, Christopher
Company secretary	Mr. To Chi, *CPA, FCCA*
Compliance officer	Mr. Leung Ge On, Andy

Principal share registrar and transfer office in Bermuda	Appleby Management (Bermuda) Ltd Canon's Court 22 Victoria Street Hamilton HM 12 Bermuda
Branch share registrar and transfer office in Hong Kong	Tricor Standard Limited Level 22, Hopewell Centre 183 Queen's Road East, Hong Kong
Principal Banker	Bank of China (Hong Kong) Limited 409-415 Hennessy Road, Wanchai Hong Kong
	DBS Bank (Hong Kong) Limited 16th Floor, The Center 99 Queen's Road Central Hong Kong
Legal advisor as to Hong Kong Laws (in relation to the Rights Issue)	Jun He Law Offices Suite 3701-10, 37th Floor Jardine House, 1 Connaught Place Central, Hong Kong
Underwriter	Kingston Securities Limited Suite 2801 28th Floor, One IFC 1 Harbour View Street Central, Hong Kong
Financial adviser to the Company	Kingston Corporate Finance Limited Suite 2801 28th Floor, One IFC 1 Harbour View Street Central, Hong Kong
Reporting accountants	Ting Ho Kwan & Chan CPA Limited Certified Public Accountants (Practising) 9th Floor, Tung Ning Building 249-253 Des Voeux Road Central Hong Kong

12. PROFILES OF DIRECTORS

Executive Directors

Mr. Shiu Yeuk Yuen ("Mr. Shiu"), aged 64, is the executive director since December 2010 and appointed as the Chairman of the Group in January 2011. Mr. Shiu has over 36 years' experience in the ceramic tile and marble and granite products industry and over 10 year's experience in securities investment.

Mr. Shiu was one of the founders and has been the executive director of Companion Building Material International Holdings Limited (together with its subsidiaries, the "CBMI Group", currently known as Pacific Century Premium Developments Ltd, stock code: 432), a company listed on The Stock Exchange of Hong Kong Limited, for the period from September 1993 to January 2002 during which he was responsible for the development of the CBMI Group's corporate strategies.

Mr. Leung Ge On, Andy ("Mr. Leung"), aged 45, is the executive director of the Company. Mr. Leung joined the Group since 2005 and was appointed as an executive director in December 2010. Mr. Leung obtained a Bachelor of Arts degree in Economics at York University in Canada. Mr. Leung has extensive experience in business development, operation and marketing management. Mr. Leung is the nephew of Mr. Shiu.

Independent Non-executive Directors

Dr. Siu Yim Kwan, Sidney ("Dr. Siu"), *S.B.St.J.*, aged 67, was appointed as an independent non-executive director in December 2004 and a member of the audit committee of the Company. Dr. Siu is also the independent non-executive director of Wang On Group Limited, a listed company in Hong Kong since November 1993.

Dr. Siu is a director of The Association of The Directors & Former Directors of Pok Oi Hospital Limited which is a non-profitable association and providing community services in Hong Kong.

Dr. Siu is also a director and general vice-president of The Hong Kong Taekwondo Association Limited, a sport and non-profitable association in Hong Kong and also an executive member of a number of charitable organisations and sports associations.

Mr. Kam Tik Lun ("Mr. Kam"), *CPA, ACCA, LL.M (ICFL),* aged 38, joined the Company in March 2012. Mr. Kam is the Chairman of the audit committee of the Company. Mr. Kam holds a Bachelor of Commerce from Concordia University, Canada and a Postgraduate Diploma in International Corporate and Financial Law from The University of Wolverhampton, UK and a Master of Laws in International Corporate and Financial Law from The University of Wolverhampton, UK. He is a member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. Mr. Kam has over 10 years of experience in the financial markets. He has vast experience in providing business consultancy, business valuation services, financial analysis and corporate advisory. Mr. Kam is also an independent non-executive director of China 3D Digital Entertainment Limited, a company listed on the GEM Board of Stock Exchange.

Mr. Lau Gar Hung, Christopher ("Mr. Lau"), *Bsc, in Mathematics*, aged 38, joined the Company in July 2014 and is a member of the audit committee of the Company. Mr. Lau holds a Bachelor of Science degree, Major in Mathematics (with Honours) from The Chinese University of Hong Kong. Mr. Lau has years of experience in international consulting firms, specialising in providing retirement benefits advice and financial analysis to leading financial institutions and large conglomerates in Hong Kong and Asia.

13. EXPENSES

The expenses in connection with the Rights Issue, including underwriting commission, printing, registration, legal and accounting fees, are estimated to be approximately HK$2.70 million and will be payable by the Company.

14. MISCELLANEOUS

(i) As at the Latest Practicable Date, there was no restriction affecting the remittance of profits or repatriation of capital of the Company into Hong Kong from outside of Hong Kong and the Group has no exposure to foreign exchange liabilities.

(ii) The English text of this prospectus shall prevail over the Chinese text in case of any inconsistency.

15. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

A copy of each of the Prospectus Documents, together with the written consent referred to in the paragraph headed "Expert and Consent" in this Appendix, have been delivered to the Registrar of Companies in Hong Kong for registration as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

16. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection at the principal office in Hong Kong of the Company at 7/F., Zung Fu Industrial Building, 1067 King's Road, Quarry Bay, Hong Kong during normal business hours on any weekday (except Saturdays, Sundays and public holidays), from the date of this prospectus up to and including 30 December 2014:

(i) this prospectus;

(ii) the memorandum of continuance and bye-laws of the Company;

(iii) the interim report of the Company for the six months ended 30 September 2014, the first quarterly report of the Company for the three months ended 30 June 2014 and the annual reports of the Company for the two financial years ended 31 March 2014;

(iv) the written consents as referred to in the paragraph headed "Expert and Consent" in this Appendix;

(v) the material contracts as referred to in this paragraph headed "Material Contracts" in this Appendix;

(vi) the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II to this prospectus; and

(vii) the letter from Ting Ho Kwan & Chan CPA Limited in respect of the unaudited pro forma financial information of the Group, the text of which is set out in Appendix II of this prospectus.