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UNLIMITED CREATIVITY HOLDINGS LIMITED

無限創意控股有限公司

(Continued in Bermuda with limited liability)

(Stock Code: 8079)

PROPOSED CAPITAL REORGANISATION AND PROPOSED CHANGE OF COMPANY NAME

Financial adviser to the Company



PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which involves, among other things, the Share Consolidation, the Capital Reduction and the Capital Increase. Details and effect of the Capital Reorganisation are included in this announcement.

The Capital Reorganisation is conditional upon, among other things, the passing of the special resolution to approve the Capital Reorganisation by the Shareholders at the SGM. An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Adjusted Shares.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes for the Shareholders' approval that subject to the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from "Unlimited Creativity Holdings Limited" to "Easy Repay Finance & Investment Limited" and the secondary name of the Company from "無限創意控股有限公司" to "易還財務投資有限公司".

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the special resolutions in relation to the Capital Reorganisation and the Change of Company Name. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolutions to be proposed at the SGM. The Circular containing, among other things, details of the Capital Reorganisation and the Change of Company Name, and a notice convening the SGM will be despatched to the Shareholders on or before 27 February 2015.

PROPOSED CAPITAL REORGANISATION

The Board proposes to implement the Capital Reorganisation which involves, among other things, the Share Consolidation, the Capital Reduction and the Capital Increase, the details of which are as follows:

(i) Share Consolidation:

The consolidation of every ten (10) issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.10 each;

(ii) Capital Reduction:

Immediately upon the Share Consolidation becoming effective, (i) the issued share capital of the Company will be reduced by cancelling the paid up capital of the Company to the extent of HK\$0.09 on each of the then issued Consolidated Share such that the par value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01 (the “**Issued Share Capital Reduction**”); and (ii) the authorised share capital of the Company will be reduced by reducing the par value of all Consolidated Shares from HK\$0.10 each to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$300,000,000 divided into 3,000,000,000 Consolidated Shares to HK\$30,000,000 divided into 3,000,000,000 Adjusted Shares of par value HK\$0.01 each;

(iii) Capital Increase:

Immediately upon the Capital Reduction becoming effective, the authorised share capital of the Company will be increased from HK\$30,000,000 divided into 3,000,000,000 Adjusted Shares to HK\$300,000,000 divided into 30,000,000,000 Adjusted Shares; and

(iv) Credit to contributed surplus account:

The credit amount arising from the Issued Share Capital Reduction (being approximately HK\$19,819,742) will be transferred to the contributed surplus account of the Company and the Directors will be authorised to apply any credit balance in the contributed surplus account of the Company in accordance with the bye-laws of the Company and all applicable laws (including the application of such credit balance to set off against the accumulated losses of the Company).

Conditions precedent to the Capital Reorganisation

The Capital Reorganisation is conditional upon:

- (i) the passing of the special resolution to approve the Capital Reorganisation by the Shareholders at the SGM;
- (ii) the GEM Listing Committee of the Stock Exchange granting approval to the listing of, and permission to deal in, the Adjusted Shares in issue following completion of the Capital Reorganisation; and
- (iii) the compliance with the relevant procedures and requirements under the Companies Act and the GEM Listing Rules to effect the Capital Reduction, including (a) publication of a notice in relation to the Capital Reduction in an appointed newspaper in Bermuda on a date not more than 30 days and not less than 15 days before the date on which the Capital Reduction is to take effect; and (b) that on the date on which the Capital Reduction is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reduction would be, unable to pay its liabilities as they become due.

The Capital Reorganisation will become effective on the next Business Day immediately following the fulfillment of the above conditions. The legal advisers to the Company as to Bermuda law have confirmed that, subject to the conditions of the Capital Reorganisation as set out above being satisfied, the Capital Reorganisation will be in compliance with the laws of Bermuda.

Effect of the Capital Reorganisation

As at the date of this announcement, the authorised share capital of the Company is HK\$300,000,000 divided into 30,000,000,000 Shares of par value HK\$0.01 each, of which 2,202,193,540 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the date of this announcement and the date of the SGM, the effect of the Capital Reorganisation is summarised below:

	As at the date of this announcement	Immediately upon the Capital Reorganisation becoming effective
Par value of each share of the Company	HK\$0.01	HK\$0.01
Authorised share capital	HK\$300,000,000 divided into 30,000,000,000 Shares	HK\$300,000,000 divided into 30,000,000,000 Adjusted Shares
Number of shares in issue	2,202,193,540 Shares	220,219,354 Adjusted Shares
Issued and fully paid-up share capital	HK\$22,021,935.40	HK\$2,202,193.54
Number of unissued shares	27,797,806,460 Shares	29,779,780,646 Adjusted Shares
Unissued share capital	HK\$277,978,064.60	HK\$297,797,806.46

As at 30 September 2014, the amount standing to the credit of the contributed surplus account of the Company was approximately HK\$201,218,000. Assuming that no new Shares are issued from the date of this announcement until the effective date of the Capital Reorganisation, a total credit of approximately HK\$19,819,742 will arise as a result of the Capital Reduction and such amount will be credited to the contributed surplus account of the Company upon the Capital Reorganisation becoming effective.

Upon the Capital Reorganisation becoming effective, the Adjusted Shares will rank *pari passu* in all respects with each other. Fractional Adjusted Shares will not be issued by the Company to the Shareholders. Any fractional entitlements of the Adjusted Shares will be aggregated, sold and retained for the benefit of the Company.

Other than the relevant expenses, including but not limited to professional fees and printing charges incurred, the implementation of the Capital Reorganisation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interest of the Shareholders, save for any fractional Adjusted Shares to which Shareholders may be entitled. The Directors believe that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group.

Board lot size

The board lot size for trading will remain unchanged at 35,000 shares for the Adjusted Shares, which is the same board lot size for trading in the existing Shares on the Stock Exchange. Based on the closing price of HK\$0.05 per Share (equivalent to HK\$0.50 per Adjusted Share assuming the Capital Reorganisation becoming effective) on the Last Trading Day, the value of each board lot of 35,000 Adjusted Shares would be HK\$17,500.

Reasons for the Capital Reorganisation

The Share Consolidation will increase the trading price per board lot of the Adjusted Shares, which will reduce the overall transaction costs of dealings in the Adjusted Shares. In addition, the Board considers that the Capital Reduction and the Capital Increase will give greater flexibility to the Company to raise funds through the issue of new shares of the Company in the future since the Company is not permitted to issue new shares below par value under the laws of Bermuda and its bye-laws. As such, the Board also believes that the Capital Reorganisation may attract more investors and extend the Shareholders' base of the Company.

In view of the above, the Board considers that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole.

Free exchange of Adjusted Shares' certificates and trading arrangement

Subject to the Capital Reorganisation becoming effective, which is expected to be on Tuesday, 24 March 2015, Shareholders may, during a period to be specified in the Circular, submit share certificates for the existing Shares to the Registrar to exchange, at the expense of the Company, for new share certificates of the Adjusted Shares. Thereafter, each share certificate for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be from time to time specified by the Stock Exchange) for each new share certificate issued for the Adjusted Shares or each share certificate for the existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the share certificates for the existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Adjusted Shares at any time but are not accepted for trading, settlement and registration upon completion of the Capital Reorganisation.

Odd lots arrangement and matching services

In order to facilitate the trading of odd lots (if any) of the Adjusted Shares, the Company will appoint an agent to provide matching services for sale and purchase of odd lots of the Adjusted Shares at the relevant market price per Adjusted Share for the Shareholders, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Adjusted Shares to make up a full board lot, or to dispose of their holding of odd lots of the Adjusted Shares. Details of the odd lots matching arrangement will be set out in the Circular. Holders of odd lots of the Adjusted Shares should note that successful matching of the sale and purchase of odd lots of the Adjusted Shares are not warranted. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers.

As at the date of this announcement, the Company does not have any outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

Expected timetable

The expected timetable for the Capital Reorganisation is set out below:

Event	Time and date <i>2015</i>
Expected date of despatch of the Circular, notice and proxy form of the SGM	not later than Friday, 27 February
Latest time for return of proxy form of the SGM (not less than 48 hours prior to time of the SGM)	11:30 a.m. on Saturday, 21 March
SGM	11:30 a.m. on Monday, 23 March
Announcement of results of the SGM	Monday, 23 March
Effective date of the Capital Reorganisation	Tuesday, 24 March
Commencement of dealings in the Adjusted Shares	9:00 a.m. on Tuesday, 24 March
Original counter for trading in board lots of 35,000 Shares (in the form of existing share certificates) closes	9:00 a.m. on Tuesday, 24 March
Temporary counter for trading in Adjusted Shares in board lots of 3,500 Adjusted Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 24 March
First day for free exchange of existing share certificates for new share certificates for Adjusted Shares	Tuesday, 24 March
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Adjusted Shares	9:00 a.m. on Friday, 10 April

Event	Time and date 2015
Original counter for trading in Adjusted Shares in board lots of 35,000 Adjusted Shares (in the form of new share certificates) re-opens	9:00 a.m. on Friday, 10 April
Parallel trading in Adjusted Shares (in the form of new and existing share certificates) begins	9:00 a.m. on Friday, 10 April
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of Adjusted Shares	4:00 p.m. on Thursday, 30 April
Temporary counter for trading in board lots of 3,500 Adjusted Shares (in the form of existing share certificates) closes	4:00 p.m. on Thursday, 30 April
Parallel trading in Adjusted Shares (in the form of new and existing share certificates) ends	4:00 p.m. on Thursday, 30 April
Last day for free exchange of existing share certificates for new share certificates for Adjusted Shares	Tuesday, 5 May

All times and dates in this announcement refer to Hong Kong local times and dates. Dates or deadlines specified in the 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.

Listing application

An application will be made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Adjusted Shares.

Subject to the granting of the listing of, and permission to deal in, the Adjusted Shares on the Stock Exchange, the Adjusted Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Adjusted Shares on the Stock Exchange or, under contingent situation, such other date 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.

PROPOSED CHANGE OF COMPANY NAME

The Board proposes for the Shareholders' approval that subject to the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from "Unlimited Creativity Holdings Limited" to "Easy Repay Finance & Investment Limited" and the secondary name of the Company from "無限創意控股有限公司" to "易還財務投資有限公司".

Reasons for the Change of Company Name

The Board considers that the Change of Company Name will better reflect and emphasise the business focus of the Group. The proposed new English name of the Company will provide the Company a better identification and strengthen the Company's corporate image. The Board believes that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

Conditions precedent to the Change of Company Name

The Change of Company Name is conditional upon:

- (i) the passing of the special resolution to approve the Change of Company Name by the Shareholders at the SGM; and
- (ii) the Registrar of Companies in Bermuda approving the Change of Company Name.

Subject to the satisfaction of the conditions as set out above, the Change of Company Name will take effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong.

Effects of the Change of Company Name

The Change of Company Name will not affect any rights of the holders of securities of the Company. All existing certificates of securities in issue bearing the present name of the Company shall, after the Change of Company Name becoming effective, continue to be evidence of title to such securities and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of the existing certificates of securities. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new English name of the Company.

GENERAL

The SGM will be convened and held for the Shareholders to consider and, if thought fit, approve, among other things, the special resolutions in relation to the Capital Reorganisation and the Change of Company Name. In compliance with the GEM Listing Rules, all resolutions will be voted on by way of poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the special resolutions to be proposed at the SGM.

The Circular containing, among other things, details of the Capital Reorganisation and the Change of Company Name, and a notice convening the SGM will be despatched to the Shareholders on or before 27 February 2015.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Adjusted Share(s)”	share(s) of par value HK\$0.01 each in the share capital of the Company immediately upon the Capital Reduction becoming effective
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday and Sunday) on which licensed banks are generally open for business more than five hours in Hong Kong
“Capital Increase”	the proposed increase of authorised share capital of the Company from HK\$30,000,000 divided into 3,000,000,000 Adjusted Shares to HK\$300,000,000 divided into 30,000,000,000 Adjusted Shares
“Capital Reduction”	the proposed reduction of (i) the issued share capital of the Company by cancelling the paid up capital of the Company to the extent of HK\$0.09 on each of the then issued Consolidated Share such that the par value of each issued Consolidated Share will be reduced from HK\$0.10 to HK\$0.01; and (ii) the authorised share capital of the Company by reducing the par value of all Consolidated Shares from HK\$0.10 each to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$300,000,000 divided into 3,000,000,000 Consolidated Shares to HK\$30,000,000 divided into 3,000,000,000 Adjusted Shares of par value HK\$0.01 each

“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Capital Increase
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change of Company Name”	the proposed change of the English name of the Company from “Unlimited Creativity Holdings Limited” to “Easy Repay Finance & Investment Limited” and the secondary name of the Company from “無限創意控股有限公司” to “易還財務投資有限公司”
“Circular”	the circular to be issued by the Company in relation to, among other things, the Capital Reorganisation and the Change of Company Name
“Companies Act”	the Companies Act 1981 of Bermuda (as amended from time to time)
“Company”	Unlimited Creativity Holdings Limited (stock code: 8079), an exempted company continued in Bermuda with limited liability, the shares of which are listed on GEM
“Consolidated Share(s)”	Share(s) of par value of HK\$0.10 each in the share capital of the Company upon completion of the Share Consolidation
“Director(s)”	director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“Last Trading Day”	4 February 2015, being the last trading day immediately before the publication of this announcement
“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
“SGM”	the special general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Capital Reorganisation and the Change of Company Name
“Share Consolidation”	the proposed consolidation of every ten (10) Shares of par value of 0.01 each into one (1) Consolidated Share of par value of HK\$0.10
“Share(s)”	share(s) in the share capital of the Company of par value HK\$0.01 each prior to the Capital Reorganisation
“Shareholder(s)”	holder(s) of Shares, Consolidated Shares or Adjusted Shares, as the case may be
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%” or “per cent.”	percentage or per centum

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

Hong Kong, 4 February 2015

As at the date of this announcement, the Board comprises Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy as executive Directors; Dr. Siu Yim Kwan, Sidney, Mr. Kam Tik Lun and Mr. Lau Gar Hung, Christopher as independent non-executive Directors.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the Company's website at www.ulcreativity.com and the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least seven days from the date of its posting.