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RADFORD CAPITAL INVESTMENT LIMITED
萊福資本投資有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 901)

**SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE**

SUBSCRIPTION

After the trading hours on 5 June 2009, the Company entered into a Subscription Agreement with the Subscriber pursuant to which the Subscriber has agreed to subscribe 162,000,000 Subscription Shares at the Subscription Price of HK\$0.12 per Subscription Share. The Subscription Shares represent approximately 19.84% of the existing issued share capital of the Company and approximately 16.56% of the Company's issued share capital as enlarged by the Subscription.

The Subscription is conditional upon the Stock Exchange granting the listing of, and permission to deal in, the Subscription Shares.

SUBSCRIPTION OF NEW SHARES

The Subscription Agreement

Date: 5 June 2009

Parties

- (a) the Company
- (b) the Subscriber

The Subscriber is an individual investor and was introduced to the Company by Chung Nam Securities Limited. The Subscriber is an executive director of Heritage International Holdings Limited, a substantial shareholder of the Company which holds approximately 13.72% of the shares of the Company as at the date of this announcement. To the best of the Directors' knowledge, information and belief, and after having made all reasonable enquiry, the Subscriber is a third party independent of the Company and its connected persons.

Subscription Shares

162,000,000 new Shares, representing approximately 19.84% of the existing issued share capital of the Company, and approximately 16.56% of the issued share capital of the Company as enlarged by the Subscription.

Subscription Price

The Subscription Price of HK\$0.12 per Subscription Share was arrived at after arm's length negotiation between the Subscriber and the Company and after having considered the recent market price of the Shares.

The Subscription Price represents:

- (i) a discount of approximately 11.11% to the closing price of HK\$0.135 per Share as quoted on the Stock Exchange on 5 June 2009, the last trading day immediately preceding the date of the Subscription Agreement;

- (ii) a discount of approximately 14.65% to the average closing price of HK\$0.1406 per Share as quoted on the Stock Exchange for the last five trading days up to and including 5 June 2009; and
- (iii) a discount of about 47.14% to the unaudited consolidated net asset value per Share of HK\$0.227 as at 31 May 2009.

The Shares of the Company has been trading at a discount to its net assets value. Notwithstanding that the Subscription Price is at a discount to the unaudited consolidated net asset value per Share as at 31 May 2009 and to the last closing price of the Shares, the Directors consider that the Subscription Price is fair and reasonable under the current market conditions and the Subscription is in the interest of the Company and the Shareholders as a whole.

The Subscription Shares have a market value of HK\$21,870,000, based on the closing price of HK\$0.135 per Share on 5 June 2009, the last trading day immediately preceding the date of the Subscription Agreement. The Issuer shall pay a commission of 2% of the amount equal to the Subscription Price to Chung Nam Securities Limited. After deducting expenses relating to the Subscription, the net price per Subscription Share is approximately HK\$0.116.

General Mandate

The Subscription Shares will be allotted and issued under the general mandate granted to the Directors at the annual general meeting held on 28 April 2009. As at the date of this announcement, no Share has been issued under the general mandate. The issue of Subscription Shares is not subject to the approval of the Shareholders.

Conditions of the Subscription Agreement

Completion of the Subscription is conditional upon the listing of and permission to deal in the Subscription Shares being granted by the Listing Committee of the Stock Exchange.

In the event that the condition to the Subscription is not fulfilled on or before 6 July 2009 (or such later date as may be agreed between the Company and the Subscriber), the Subscription Agreement and all rights and obligations thereunder will cease and terminate.

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

Ranking of the Subscription Shares

The Subscription Shares, when fully paid, will rank pari passu in all respects with the Shares in issue on the completion date of the Subscription, including the right to any dividends or distribution after the date of completion of the Subscription.

Completion of the Subscription

Completion of the Subscription will take place within two Business Days (or such later date as the Company and the Subscriber may agree in writing) after the fulfillment of the condition of the Subscription set out above.

EFFECT ON THE SHAREHOLDING OF THE COMPANY FOLLOWING COMPLETION OF THE SUBSCRIPTION

Set out below is the table of the shareholdings in the Company before and after Completion of the Subscription:

Shareholders	Shareholding as at the date of this announcement		Shareholding upon completion of the Subscription	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
a Director	4,000,000	0.49	4,000,000	0.41
Freeman Corporation Limited	203,743,383	24.95	203,743,383	20.82
Heritage International Holdings Limited*	112,033,333	13.72	112,033,333	11.45
Willie International Holdings Limited	46,027,881	5.64	46,027,881	4.70
Subscriber	–	–	162,000,000	16.56
Other public shareholders	450,702,689	55.20	450,702,689	46.06
Total	<u>816,507,286</u>	<u>100</u>	<u>978,507,286</u>	<u>100</u>

* *The Subscriber, Mr. Wong Chun Hung, is an executive director of Heritage International Holdings Limited.*

CAPITAL-RAISING ACTIVITIES IN THE PAST 12 MONTHS

Apart from the capital raising activities mentioned below, the Company has not carried out other capital raising activities during the 12 months immediately preceding the date of this announcement. The actual use of proceeds of approximately HK\$45,000,000 raised by the Company from the capital raising activities during the 12 months immediately preceding the date of this announcement are summarized below, which is in line with the intended use of proceeds as disclosed in the relevant announcements of the Company:

Date of Announcement	Capital Raising Activity	Net Proceeds Raised (HK\$)	Intended Use of Proceeds	Actual Use of Proceeds
29 September 2008	Issue of convertible bonds	45 million	To be used for offsetting loans	The entire HK\$45 million has been used for offsetting loans.
Total		<u>45 million</u>		

REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Company is principally engaged in the business of investing in both listed and unlisted companies.

Given that the Subscription be completed within a relatively short period of time when compared with other methods to raise fund, e.g. rights issue, the Directors consider that the Subscription is an appropriate means of raising additional capital for the Company without incurring interest costs whilst broadening the capital base of the Company, notwithstanding the dilution effect to the shareholding of the existing Shareholders as a result of the Subscription.

The net proceeds from the Subscription is expected to be approximately HK\$18,800,000. It is expected that the net proceeds from the Subscription will be used by the Company for investment purposes pursuant to the investment objectives of the Company. As at the date of this announcement, the Company has not yet identified any specific investment opportunities.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“Board”	the board of Directors
“Business Day”	any day (excluding Saturday and Sunday) on which banks are generally open for business in Hong Kong
“Company”	Radford Capital Investment Limited (萊福資本投資有限公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	director(s) of the Company from time to time
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Committee”	has the meaning ascribed to such term in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Main Board
“Share(s)”	ordinary share(s) of HK\$0.10 each in the capital of the Company

“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Mr. Wong Chun Hung, an individual investor
“Subscription”	the subscription of the Subscription Shares by the Subscriber pursuant to the terms and conditions of the Subscription Agreement
“Subscription Agreement”	the conditional subscription agreement dated 5 June 2009 entered into between the Company and the Subscriber in relation to the subscription of 162,000,000 Subscription Shares
“Subscription Price”	HK\$0.12 per Subscription Share
“Subscription Shares”	162,000,000 new Shares to be allotted and issued under the Subscription
“substantial shareholder”	has the meaning ascribed thereto under the Listing Rules
“%”	per cent.

By order of the Board
Radford Capital Investment Limited
 萊福資本投資有限公司
Chung Yuk Lun
Chairman

Hong Kong, 5 June 2009

As at the date of this announcement, the Board comprises Mr. Chung Yuk Lun, Mr. Shimazaki Koji, Mr. Liu On Bong, Peter and Mr. Miu H. Frank as executive Directors; Mr. Chan Sze Hung, Mr. Kan Kwok Shu, Albert and Mr. Wong Wai Man, Raymond as independent non-executive Directors.