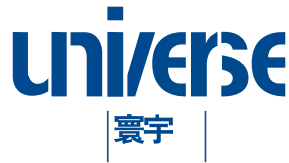


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## **UNIVERSE INTERNATIONAL HOLDINGS LIMITED**

**寰宇國際控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 1046)**

### **DISCLOSEABLE TRANSACTION – PROVISION OF LOAN TO A THIRD PARTY**

The Board announces that on 27 June 2016, the Lender entered into the Loan Agreement with the Borrower, pursuant to which the Lender agreed to grant to the Borrower, an Independent Third Party, a loan in the principal amount of HK\$20,000,000, bearing interest at a rate of 8% per annum for a period of eighteen months.

As one of the applicable percentage ratios as defined under the Listing Rules in respect of the making of the Loan exceeds 5% and all applicable ratios are lower than 25%, the advance of the Loan constitutes a discloseable transaction of the Company pursuant to Chapter 14 of the Listing Rules and is subject to notification and announcement requirements pursuant to Chapter 14 of the Listing Rules.

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The principal terms of the Loan Agreement are summarised as follows:

#### **THE LOAN AGREEMENT**

- Date : 27 June 2016
- Lender : Universe Asia Finance Limited, a wholly-owned subsidiary of the Company. The Lender is a licensed money lender in Hong Kong under the Money Lenders Ordinance.
- Borrower : a company incorporated in Hong Kong with limited liability. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, each of the Borrower and its ultimate beneficial owners is an Independent Third Party as at the date of this announcement.

\* for identification purposes only

Principal amount	:	HK\$20,000,000
Maturity date	:	27 December 2017 and if such date is not a business day in Hong Kong, the immediately following business day
Interest	:	8% per annum
Repayment	:	The Borrower shall repay the outstanding amount of the Loan in full on the Maturity Date or on demand by the Lender upon occurrence of an event of default (as defined in the Loan Agreement), whichever occurs first.
Early repayment	:	The Borrower may at any time after the drawdown of the Loan prepay all or part of the Loan together with all accrued interests in respect of the sum prepaid by giving not less than seven business day's prior written notice to the Lender pursuant to the Loan Agreement.

Under the Loan Agreement, the Borrower shall repay and/or settle the full amount of the Loan on the Maturity Date and the interest accrued thereon shall be paid to the Lender monthly.

The Loan to be granted under the Loan Agreement to the Borrower will be funded by internal resources of the Group.

The terms of the Loan Agreement (including the interest rate) were arrived at by the parties after arm's length negotiation, with reference to the commercial practice and the amount of the Loan. The Directors consider that the terms of the Loan Agreement are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

## **REASONS FOR AND BENEFITS OF THE PROVISION OF THE LOAN**

The Company is an investment holding company. The Group is principally engaged in film distribution and exhibition, licensing and sublicensing of film rights, properties and securities investment, money lending, trade, wholesale and retail of optical products, watch and jewellery products, securities brokerage and margin financing, training and coaching. The Lender, being a wholly-owned subsidiary of the Company, is a holder of a money lender licence under the Money Lenders Ordinance.

The Directors consider that the grant of the Loan is conducted in the course of the Group's money lending business. Having considered the financial background of the Borrower and the interest income to be received by the Group, the Directors consider that the terms of the Loan Agreement are on normal commercial terms and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As one of the applicable percentage ratios as defined under the Listing Rules in respect of the making of the Loan exceeds 5% and all applicable ratios are lower than 25%, the advance of the Loan constitutes a discloseable transaction of the Company pursuant to Chapter 14 of the Listing Rules and is subject to notification and announcement requirements pursuant to Chapter 14 of the Listing Rules.

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Board”	the board of Directors
“Borrower”	a company incorporated in Hong Kong with limited liability and an Independent Third Party
“Company”	Universe International Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Stock Exchange (Stock code: 1046)
“Director(s)”	the director(s) of the Company
“Drawdown Date”	the date on which the Loan shall be made available to the Borrower, which shall be within one business day from the date of the Loan Agreement
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	a third party independent of the Company and the connected persons (as defined in the Listing Rules) of the Company
“Money Lenders Ordinance”	Money Lenders Ordinance, Chapter 163 of the Laws of Hong Kong
“Lender”	Universe Asia Finance Limited, a wholly-owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan of HK\$20,000,000 granted by the Lender to the Borrower pursuant to the Loan Agreement
“Loan Agreement”	a loan agreement dated 27 June 2016 and entered into between the Lender and the Borrower in relation to the provision of the Loan

“Shareholder(s)” the shareholder(s) of the Company

“Stock Exchange” The Stock Exchange of Hong Kong Limited

On behalf of the Board  
**Universe International Holdings Limited**  
**Lam Shiu Ming, Daneil**  
*Chairman*

Hong Kong, 27 June 2016

*As at the date of this announcement, the executive Directors are Mr. Lam Shiu Ming, Daneil, Mr. Hung Cho Sing, Ms. Cheng Hei Yu and Mr. Lam Kit Sun, the non-executive Director is Mr. Chan Shiu Kwong Stephen, and the independent non-executive Directors are Mr. Lam Wing Tai, Mr. Choi Wing Koon and Mr. Lam Chi Keung.*