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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)

PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing Agent

FT Securities Limited

On 24 July 2013 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent whereby the Company agreed to place, through the Placing Agent, on a best effort basis, a maximum of 20,960,000 new Shares to not less than six Placees at a price of HK$0.225 per Placing Share.

The maximum of 20,960,000 Placing Shares represent approximately (i) 19.98% of the issued share capital of the Company as at the date of this announcement; and (ii) 16.66% of the issued share capital of the Company as enlarged by the issue of a maximum of 20,960,000 Placing Shares.

Shareholders and potential investors should note that completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

THE PLACING AGREEMENT

Date

24 July 2013 (after trading hours)

Issuer

The Company

Placing Agent

FT Securities Limited

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Placing Agent and their ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons.

Placees

The Placing Shares will be placed to not less than six Placees. The Placees shall, to the best of the knowledge and belief of the Placing Agent, be investors who are third parties independent of and not acting in concert with the Directors, chief executives or substantial shareholders of the Company, or of any member of the Group or their respective connected persons or associates.

Placing Shares

Pursuant to the Placing Agreement, the Placing Agent agreed to procure, on a best effort basis, not less than six Placees to subscribe for a maximum of 20,960,000 Placing Shares at the Placing Price. The maximum of 20,960,000 Placing Shares represent approximately (i) 19.98% of the issued share capital of the Company as at the date of this announcement; and (ii) 16.66% of the issued share capital of the Company as enlarged by the issue of a maximum of 20,960,000 Placing Shares. The aggregate nominal value of the maximum number of 20,960,000 Placing Shares is HK$209,600.

The Placing Shares will, upon issue, rank *pari passu* in all respects with the Shares which are in issue on the date of allotment and issue of the Placing Shares.

Placing Commission

The Company shall pay to the Placing Agent a commission, in HK$, equivalent to 2.5% of the aggregate consideration received by the Company from the issuance and allotment of the Placing Shares on the completion date of the Placing. The placing commission was determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market rate.

Placing Price

The Placing Price represents (i) a discount of approximately 13.46% to the closing price of HK$0.26 per Share as quoted on the Stock Exchange on the date of this announcement, being the last trading day prior to the entering of the Placing Agreement; and (ii) a discount of approximately 17.88% to the average closing price of HK$0.274 per Share as quoted on the Stock Exchange for the five consecutive trading days immediately prior to the date of this announcement.

The Placing Price was determined after arm's length negotiations between the Company and the Placing Agent with reference to the prevailing market price of the Shares.

The Directors consider that the terms of the Placing Agreement (including the Placing Price) are fair and reasonable and that the Placing is in the interests of the Company and the Shareholders as a whole.

Conditions Precedent to the Placing Agreement

Completion of the Placing and the obligations of the Placing Agent in respect of the Placing under the Placing Agreement are conditional upon the satisfaction of fulfillment of the following conditions:

(1) the Company possessing sufficient share capital to satisfy the Placing of all Placing Shares;

(2) the Placing Agent successfully places, or procures Placees to subscribe for, the Placing Shares during the Placing Period (or prior to the expiration of such later time and date as the Placing Agent and the Company shall agree in writing);

(3) the Placing Agent having compiled and delivered to the Company a comprehensive list showing the name, address (or registered address if a corporation), country of incorporation (if a corporation) and other requisite information and details of the Placees and the number of Placing Shares to be subscribed by each Placee;

(4) the Stock Exchange have granted approval for the listing of and permission to deal in the Placing Shares (and such approval and permission not having been revoked prior to completion of the Placing);

(5) further, the Company's compliance with and procurement of the compliance of all conditions imposed by the Stock Exchange or by any other competent authority (in Hong Kong or elsewhere) for permission to deal in the Placing Shares issued or to be issued and ensure the continued compliance thereof (provided in each case that the Placees comply with and satisfy all such conditions); and

(6) the Bermuda Monetary Authority approving the issuance and allotment of Placing Shares (if required).

If the above conditions are not fulfilled on or before 30 September 2013 or such later date as may be agreed in writing between the parties of the Placing Agreement, the Placing Agreement shall lapse and become null and void and the parties shall be released from all obligations thereunder, save the liabilities for any antecedent breaches thereof.

Termination and force majeure

If at any time prior to 10:00 a.m. of the Business Day immediately preceding the completion date of the Placing:

(a) there develops, occurs or comes into force:

   (i) any new law or regulation or any change in existing laws or regulations or the interpretation thereof which may in the opinion of the Placing Agent and in its absolute discretion may materially and adversely affect the business or financial condition or prospects of the Group as a whole; or

   (ii) any local, regional, national or international event or change (whether or not permanent or forming part of a series of events or changes occurring or continuing, on and/or after the date hereof) of a political, military, economic or other nature (whether or not *ejusdem generis* with the foregoing) which, in the sole opinion of the Placing Agent and in its absolute discretion will, or may be expected to, have a material adverse effect on the Placing; or

   (iii) any significant change (whether or not permanent) in local, regional, national or international market conditions (or in conditions affecting a sector of the market) which in the sole opinion of the Placing Agent and in its absolute discretion has or may have a material adverse effect on the Placing; or

(b) any breach of any of the warranties in the Placing Agreement which in the sole opinion of the Placing Agent and in its absolute discretion is material in the context of the Placing, comes to the knowledge of the Placing Agent or there has been a breach by the Company of any other provision of the Placing Agreement which in the sole opinion of the Placing Agent and in its absolute discretion is material in the context of the Placing; or

(c) trading in the shares having been suspended or limited on, or by, the Stock Exchange, which in the sole and absolute opinion of the Placing Agent is or is likely to prejudice the success of the Placing or distribution of the Placing Shares or dealings in the Placing Shares in the secondary market, or makes it unfavourable or impracticable to proceed with the Placing

then and in any such case, the Placing Agent may, in its sole and absolute discretion, terminate the Placing Agreement without liability to the Company by giving notice in writing to the Company, which notice may be given at any time prior to the completion date of the Placing.

Completion

Completion of the Placing shall take place on any day falling within 3 Business Days following the date on which the Placing Period expired (or at such other date as the Company and the Placing Agent may otherwise agree in writing).

General Mandate

The maximum of 20,960,000 Placing Shares will be issued and allotted under the General Mandate.

As at the date of this announcement, the General Mandate has not been utilised since it was granted on 17 June 2013 and the number of new Shares that could be issued by the Company under the General Mandate is 20,975,926 Shares (equivalent to 419,518,525 Shares before the capital reorganisation becoming effective on 18 June 2013, details of which are set out in the circular of the Company dated 24 May 2013).

Accordingly, the allotment and issue of the Placing Shares should not be subject to any approval by the Shareholders.

Application for listing

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Placing Shares.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company (i) as at the date of this announcement and (ii) upon completion of the Placing, assuming a maximum of 20,960,000 Placing Shares are successfully placed by the Placing Agent.

Shareholders	**As at the date of this announcement**		**Upon completion of the Placing**	
	No. of Shares	*approx. %*	*No. of Shares*	*approx. %*
China 3D Digital Entertainment Limited	11,202,000	10.68%	11,202,000	8.90%
Mr. Shiu Yeuk Yuen *(Note 1)*	7,923,356	7.55%	7,923,356	6.30%
Mr. Leung Ge On, Andy *(Note 2)*	63,000	0.06%	63,000	0.05%
The Placees	–	–	20,960,000	16.66%
Other public Shareholders	85,691,275	81.71%	85,691,275	68.09%
Total	**104,879,631**	**100.00%**	**125,839,631**	**100.00%**

Notes:

1. Mr. Shiu Yeuk Yuen is an executive Director. Out of the 7,923,356 Shares, 16 Shares are held by Ms. Hau Lai Mei, the spouse of Mr. Shiu Yeuk Yuen and 127,140 Shares are held by Heavenly Blaze Limited. Heavenly Blaze Limited is beneficially owned as to (i) 46% by Mr. Shiu Stephen Junior, son of Mr. Shiu Yeuk Yuen; (ii) 34% by Mr. Shiu Yeuk Yuen and Ms. Siu York Chee (sister of Mr. Shiu Yeuk Yuen) together hold on behalf of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound, daughters of Mr. Shiu Yeuk Yuen; (iii) 16% by Ms. Shiu Ting Yan, Denise, daughter of Mr. Shiu Yeuk Yuen; (iv) 1% by Mr. Cheng Jut Si; and (v) 3% by One Dollar Productions Limited which is beneficially owned as to 25% by Mr. Shiu Stephen Junior; and 75% by Ms. Hau Lai Mei.

2. Mr. Leung Ge On, Andy is an executive Director.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company had not carried out any equity fund raising exercise in the 12-month period immediately preceding the date of this announcement.

REASONS FOR THE PLACING AND USE OF THE PROCEEDS

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

The gross proceeds and net proceeds from the Placing will be approximately HK$4.71 million and HK$4.49 million, respectively. The Company intends to use the net proceeds of the Placing for general working capital of the Group. The net price raised per Placing Share upon completion of the Placing will be approximately HK$0.215 per Share.

The Directors are of the view that the Placing will broaden the Shareholders' portfolio and also strengthen the financial position of the Group at the same time. Accordingly, the Board considers that the Placing is in the interests of the Company and the Shareholders as a whole.

Shareholders and potential investors should note that completion of the Placing is subject to fulfillment of the conditions under the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

The following terms have the following meanings in this announcement unless the context otherwise requires:

"associates"	has the meaning ascribed to it in the GEM Listing Rules
"Board"	the board of Directors

"Business Day(s)"	any day (excluding a Saturday and Sunday) on which banks generally are open for business in Hong Kong
"Company"	Unlimited Creativity Holdings Limited, a company continued in Bermuda with limited liability, the Shares of which are listed on the GEM
"connected person(s)"	has the meaning ascribed to it in the GEM Listing Rules
"Directors"	directors of the Company
"GEM"	the Growth Enterprise Market of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandate"	the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the Company's special general meeting held on 17 June 2013 to issue and allot up to 419,518,525 new Shares (equivalent to 20,975,926 Shares upon the capital reorganisation becoming effective on 18 June 2013), representing 20% of the aggregate nominal amount of the share capital of the Company in issue on such date of the special general meeting
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Placee(s)"	any person or entity whom the Placing Agent and/or any of its agent(s) have procured to place the Placing Shares pursuant to the Placing
"Placing"	the best effort placing of up to 20,960,000 Placing Shares
"Placing Agent"	FT Securities Limited, a corporation licensed to carry on regulated activities Types 1 (dealing in securities) and 4 (advising on securities) under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Placing Agreement"	the agreement entered into between the Company and the Placing Agent dated 24 July 2013 in respect of the Placing

"Placing Period"	the period commencing upon the execution of the Placing Agreement and terminating at 5:00 p.m. on 30 September 2013 (both days inclusive) or on such later date which the parties of the Placing Agreement may agree in writing, unless terminated earlier in writing pursuant to the Placing Agreement
"Placing Price"	HK$0.225 per Placing Share
"Placing Share(s)"	a maximum of 20,960,000 Shares to be issued under the Placing
"Share(s)"	the ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholders"	holders of the Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

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

Hong Kong, 24 July 2013

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. Tsui Pui Hung and Mr. Kam Tik Lun 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 for at least seven days from the date of its posting.