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NEW UNIVERSE INTERNATIONAL GROUP LIMITED

新宇國際實業(集團)有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8068)

MAJOR DISPOSAL TRANSACTION AND RESUMPTION OF TRADING

The Board announces that after trading hours on 3 November 2008, (1) the Subsidiary A (being an indirect wholly owned subsidiary of the Company), the Buyer and Party C as witness entered into the S&P Agreement A, pursuant to which the Buyer has agreed to acquire the entire equity interest of WFOE A and (2) the Subsidiary B (being an indirect wholly owned subsidiary of the Company), the Buyer and Party C as witness entered into the S&P Agreement B, pursuant to which the Buyer has agreed to acquire the entire equity interest of WFOE B. Pursuant to the S&P Agreements, the Buyer has agreed to purchase the WFOEs for an aggregate consideration of RMB84,951,300 (approximately HK\$95,995,000).

As the applicable percentage ratio for the Disposal under the GEM Listing Rules is more than 25% but less than 75%, the Disposal constitutes a major disposal for the Company under Chapter 19 of the GEM Listing Rules. As no Shareholder is required to abstain from voting at a general meeting convened for approval of the Disposal and NUEL, a controlling Shareholder holding 1,349,649,115 Shares, representing approximately 73.91% interests in the issued share capital of the Company, has approved the S&P Agreements and the Disposal contemplated thereunder by way of a written resolution dated 3 November 2008, the written resolution of NUEL will be accepted in lieu of holding a general meeting pursuant to Rule 19.44(2) of the GEM Listing Rules. A circular containing, inter alia, details of the S&P Agreements and the additional information will be despatched to the Shareholders within 21 days after publication of this announcement.

At the request of the Company, trading in the Shares was suspended with effect from 9:30 a.m. on 4 November 2008 pending the publication of this announcement. Application has been made to the Stock Exchange for resumption of trading in the Shares with effect from 9:30 a.m. on 6 November 2008.

THE S&P AGREEMENT A DATED 3 NOVEMBER 2008

Parties

Party A: the Subsidiary A

Party B: the Buyer

Party C: the Party C as witness

The Buyer is an investment holding company and its group companies are principally engaged in the construction and operation of ports, the development of high technology and development and operation of environmental products. Party C, being a department under 鎮江市京口區人民政府 (The District Government of Jingkou, Zhenjiang City) (one of the PRC Parties) and a third party independent of the Company and connected persons of the Company, understood that the Buyer was interested in investing in the port projects around the areas of Xinminzhou in the PRC, introduced the Buyer to the Company to discuss the possibility of disposing of WFOEs. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Buyer and its ultimate beneficially owners are third parties independent of the Company and connected persons of the Company.

Assets to be disposal of

the entire equity interest of WFOE A

Conditions of the S&P Agreement A

The S&P Agreement A is conditional on the obtaining the relevant consents, authorizations and approvals in relation to the transactions under the S&P Agreement A including, but not limited to, the Company's compliance with the disclosure and shareholders' approval requirements under the GEM Listing Rules.

Completion

Completion of the S&P Agreement A shall be conditional upon the passing of the resolutions approving the transactions contemplated herein in accordance with the terms and conditions under the S&P Agreement A pursuant to the GEM Listing Rules.

THE S&P AGREEMENT B DATED 3 NOVEMBER 2008

Parties

Party A: the Subsidiary B

Party B: the Buyer

Party C: Party C as witness

The Buyer is an investment holding company and its group companies are principally engaged in the construction and operation of ports, the development of high technology and development and operation of environmental products. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Buyer and its ultimate beneficially owners are third parties independent of the Company and connected persons of the Company.

Assets to be disposal of

the entire equity interest of WFOE B

Conditions of the S&P Agreement B

The S&P Agreement B is conditional on the obtaining the relevant consents, authorizations and approvals in relation to the transactions under the S&P Agreement B including, but not limited to, the Company's compliance with the disclosure and shareholders' approval requirements under the GEM Listing Rules.

Completion

Completion of the S&P Agreement B shall be conditional upon the passing of the resolutions approving the transactions contemplated herein in accordance with the terms and conditions under the S&P Agreement B pursuant to the GEM Listing Rules.

CONSIDERATION AND PAYMENT

Pursuant to the S&P Agreements, the aggregate consideration of RMB84,951,300 (approximately HK\$95,995,000) for the acquisition of the WFOEs was arrived at after arm's length negotiations between the Subsidiary A, the Subsidiary B and the Buyer. The aggregate consideration of RMB84,951,300 (approximately HK\$95,995,000) was determined with reference to the sum of the total paid up registered capital of the WFOEs of US\$10,000,000 (approximately HK\$78,000,000) and represents a premium of approximately 23% over the sum of the total paid up registered capital of the WFOEs of US\$10,000,000 (approximately HK\$78,000,000).

Pursuant to the S&P Agreement A, the Buyer will pay the consideration of RMB84,951,300 (approximately HK\$95,995,000) in cash for the acquisition of WFOE A to the Subsidiary A within one month from the date of the S&P Agreement A. It is stated in the S&P Agreement B that the consideration for the acquisition of WFOE B is included in the consideration of RMB84,951,300 (approximately HK\$95,995,000) as mentioned in the S&P Agreement A and there is no separate consideration amount mentioned in the S&P Agreement B. No fee will be received by Party C under the S&P Agreements.

As the consideration of the S&P Agreement B was included in the consideration payable under the S&P Agreement A, it was the intention of the parties to the S&P Agreements that the S&P Agreement A and the S&P Agreement B are inter conditional.

INFORMATION ON THE WFOES

The WFOEs were set up for the purpose of constructing and operating the Zhenjiang Docks Project.

WFOE A is a wholly foreign-owned enterprise established in the PRC on 25 August 2006. The operating period of WFOE A is 50 years for the period from 25 August 2006 to 22 August 2056. The registered capital and total investment amount both are US\$15,000,000 (approximately HK\$117,000,000) (of which US\$8,500,000 (approximately HK\$66,300,000) was paid up). The business scope of WFOE A is loading and unloading, connecting transportation, maintenance, shipping agency, cargo agency, vehicle transportation and mechanical repair. It is intended that WFOE A will acquire approximately 1,500 mu (equivalent to approximately 999,999 sq.m.) of the Land from the PRC Parties or the relevant authorities as procured by the PRC Parties for the construction, development and operation of a dock on the Land. As the land use rights of the Land has not granted for the construction of the dock, there were no operations of WFOE A. The unaudited net profit after extraordinary items and before and after taxation of WFOE A for the period from 25 August 2006 (the incorporation date) to 31 December 2006 were both approximately RMB7,600 (approximately HK\$8,600). The unaudited net profit after extraordinary items and before and after taxation of WFOE A for the year ended 31 December 2007 were both approximately RMB521,000 (approximately HK\$589,000) which were mainly due to interest income. The unaudited net asset value of the WFOE A as at 30 September 2008 was approximately RMB66,844,000 (approximately HK\$75,534,000). Financial statements of the WFOE A have been prepared in accordance with the applicable Hong Kong Financial Reporting Standards.

WFOE B is a wholly foreign-owned enterprise established in the PRC on 25 August 2006. The operating period of WFOE B is 50 years for the period from 25 August 2006 to 21 August 2056. The registered capital and total investment amount both are US\$10 million (approximately HK\$78,000,000) (of which US\$1,500,000 (approximately HK\$11,700,000) was paid up). The business scope of WFOE B is storage and logistics and consultation for depot transportation services. It is intended that WFOE B will acquire approximately 500 mu (equivalent to approximately 333,333 sq.m.) of the Land from the PRC Parties or the relevant authorities as procured by the PRC Parties for the construction and operation of the storage and logistics facilities on the Land. As the land use rights of the Land has not granted for the construction of the storage and logistics facilities, there were no operations of WFOE B. The unaudited net profit after extraordinary items and before and after taxation of WFOE B for the period from 25 August 2006 (the incorporation date) to 31 December 2006 were both approximately RMB11,000 (approximately HK\$12,000). The unaudited net profit after extraordinary items and before and after taxation of WFOE B for the year ended 31 December 2007 were both approximately RMB3,600 (approximately HK\$4,000) which was mainly due to interest income. The unaudited net asset value of the WFOE B as at 30 September

2008 was approximately RMB11,831,000 (approximately HK\$13,369,000). Financial statements of the WFOE B have been prepared in accordance with the applicable Hong Kong Financial Reporting Standards.

Since 1 January 2007, due to the revision of the land policy of the PRC government, the land costs on the whole district area surrounding Xinminzhou, the PRC have increased substantially. As it is no longer practicable for the local government of Zhenjiang to grant the land use rights at the original land cost, the land use rights of the Land have yet to be granted.

The WFOEs are indirect wholly-owned subsidiaries of the Company and their accounts are consolidated into that of the Company. Upon completion of the Disposal, the Company will cease to have any equity interest in the WFOEs and the WFOEs shall cease to be subsidiaries of the Company.

REASONS FOR THE DISPOSAL

The Group is principally engaged in (i) environmental operations; (ii) manufacture and sale of high precision molds and plastic products; (iii) investments in plastic materials dyeing operations; and (iv) property investment, development and operation of docks, depot facilities and logistics at Xinminzhou, in Zhenjiang City, Jiangsu Province, the PRC.

The Company estimates that a gain (before tax/stamp duty) (if any) of around HK\$6,592,000 will arise on the Disposal, after deducting the total consideration for the Disposal by the associated costs and other expenses. The net proceeds (after deducting all associated costs and expenses including financial and legal advisory fees, printing and translation expenses of approximately HK\$500,000 but before (if any) tax/stamp duty of the Disposal are estimated at approximately HK\$95,495,000 which are intended to be used for future investments and general working capital purpose of the Company.

The original plan of 2006 for the Zhenjiang Docks Project was delayed due to the revision plan of the local government on the whole district area surrounding Xinminshou, the PRC. Although the Board has been in touch with the PRC parties on the progress of the Zhenjiang Docks Project from time to time, the land use rights for the land of the Zhenjiang Docks Project have yet to be granted. As such, the Board considers that the Disposal offers a suitable opportunity for the Company to realise its investment in the Zhenjiang Docks Project so that the Group will be in a better position to capture any valuable investment opportunity should it arises as the Group will have adequate cash resources on hand after completion of the Disposal. The Directors (including the independent non-executive Directors) consider that the S&P Agreements are on normal commercial terms and the terms of the S&P Agreements are fair and reasonable and the Disposal is in the interests of the Company and the Shareholders as a whole.

GENERAL

As the applicable percentage ratio for the Disposal under the GEM Listing Rules is more than 25% but less than 75%, the Disposal constitutes a major disposal for the Company under Chapter 19 of the GEM Listing Rules. As no Shareholder is required to abstain from voting at a general meeting convened for approval of the Disposal and NUEL, a controlling Shareholder holding 1,349,649,115 Shares, representing approximately 73.91% interests in the issued share capital of the Company, has approved the S&P Agreements and the Disposal contemplated thereunder by way of a written resolution dated 3 November 2008, the written resolution of NUEL will be accepted in lieu of holding a general meeting pursuant to Rule 19.44(2) of the GEM Listing Rules. A circular containing, inter alia, details of the S&P Agreements and the additional information will be despatched to the Shareholders within 21 days after publication of this announcement.

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TERMS USED IN THIS ANNOUNCEMENT

“Board”	the board of Directors
“Buyer”	Hong Kong Golden Seaboard Investment Construction Development Co., Limited 香港金海岸投資建設發展有限公司, a company incorporated in Hong Kong with limited liability
“BVI”	British Virgin Islands
“Company”	New Universe International Group Limited, an exempt company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Directors”	directors of the Company
“Disposal”	the disposal of the WFOEs by the Subsidiary A and the Subsidiary B to the Buyer as stipulated by the S&P Agreements
“GEM”	the Growth Enterprise Market of the Stock Exchange

“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Land”	a parcel of vacant land situated at the 2,100 metres downstream of the intersection of Yangtze River and Hanjiang, northern part of the coastline of Yangtze River and western part of Xinming Road, Xinminzhou, Jingkou District, Zhenjiang City, Jiangsu Province, the PRC
“NUEL”	New Universe Enterprises Limited, a limited liability company incorporated in the BVI and is currently beneficially interested in approximately 73.91% of the issued share capital of the Company
“Party C”	鎮江新民洲港口產業園區管委會 – (Zhenjiang Xinminzhou Port Industrial Park Administrative Committee)
“PRC”	the People’s Republic of China and for the sole purpose of this announcement shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“PRC Parties”	鎮江市京口區人民政府 (The District Government of Jingkou, Zhenjiang City) and 江蘇省國營共青團農場 (State Owned Gongqingtuan Farm of Jiangsu Province)
“S&P Agreement A”	the sale and purchase agreement dated 3 November 2008 entered into among the Subsidiary A, the Buyer and Party C as witness, pursuant to which the Buyer has agreed to acquire WFOE A from the Subsidiary A
“S&P Agreement B”	the sale and purchase agreement dated 3 November 2008 entered into among the Subsidiary B, the Buyer and Party C as witness, pursuant to which the Buyer has agreed to acquire WFOE B from the Subsidiary B
“S&P Agreements”	the S&P Agreement A and the S&P Agreement B

“Share(s)”	existing ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiary A”	New Universe International Ports Limited, a company incorporated in BVI with limited liability and a wholly owned subsidiary of the Company
“Subsidiary B”	New Universe International Warehouse & Logistics Limited, a company incorporated in BVI with limited liability and a wholly owned subsidiary of the Company
“WFOE A”	新宇國際（鎮江）港務有限公司（New Universe International (Zhenjiang) Port Company Limited), a wholly foreign-owned enterprise owned by Subsidiary A
“WFOE B”	新宇國際（鎮江）倉儲有限公司（New Universe International (Zhenjiang) Warehouses Company Limited), a wholly foreign-owned enterprise owned by Subsidiary B
“WFOEs”	WFOE A and WFOE B
“Zhenjiang Docks Project”	property investment and development project in the Municipality of Zhenjiang, Jiangsu Province, the PRC which is planned to include the construction of dock infrastructure and operation and development of dock and depot facilities in the Land
“HK\$”	Hong Kong dollars
“RMB”	Renminbi
“US\$”	United States dollars
“sq.m.”	square metres
“%”	per cent.

For the purpose of this announcement, unless otherwise stated all amounts in RMB are translated into HK\$ at an exchange rate of RMB1: HK\$1.13, all amounts in US\$ are translated into HK\$ at an exchange rate of US\$1: HK\$7.8

By Order of the Board
New Universe International Group Limited
XI Yu
Chairman

Hong Kong, 5 November 2008

As at the date of this announcement, the Board comprises Mr. XI Yu, Ms. CHEUNG Siu Ling and Mr. HON Wa Fai as executive directors; Mr. SUEN Ki as non-executive director; and Dr. CHAN Yan Cheong, Mr. YUEN Kim Hung, Michael and Mr. HO Yau Hong, Alfred 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:

- (1) the information contained in this announcement is accurate and complete in all material respects and not misleading;*
- (2) there are no other matters the omission of which would make any statement in this announcement misleading; and*
- (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

This announcement will appear and remain on the GEM website at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting.