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UBA INVESTMENTS LIMITED

開明投資有限公司*

(incorporated in the Cayman Islands with limited liability)

(Stock code: 768)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The Board intends to put forward to the Shareholders a proposal to amend the Memorandum and Articles of Association in order to bring the constitution of the Company in line with current amendments made to the Listing Rules that came into effect on 1 January 2012 and 1 April 2012.

The amendments to the Memorandum and Articles of Association are subject to approval of the Shareholders by way of passing special resolution to be proposed at the AGM.

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange relating to, among other things, the constitutional documents or equivalent constitutional documents of listed issuers. The amendments to the Listing Rules came into effect on 1 January 2012 and 1 April 2012.

Accordingly, the board (the “**Board**”) of directors (the “**Directors**”) of UBA Investments Limited (the “**Company**”) proposes to seek the approval of the shareholders (the “**Shareholders**”) of the Company by way of special resolution for the amendments to the existing memorandum and articles of association (the “**Memorandum and Articles of Association**”) of the Company at the forthcoming annual general meeting (the “**AGM**”) of the Company, so as to bring the constitution of the Company in line with current amendments made to the Listing Rules.

The major proposed amendments include the following:

- to require physical board meetings in lieu of written resolutions where a Director or substantial Shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material;
- to no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting;

- to allow the chairman at a general meeting to exempt procedural and administrative matters from voting by poll; and
- to update the address of the registered office of the Company in the Cayman Islands pursuant to the change in the address system.

A circular containing further information in respect of the proposed amendments to the Memorandum and Articles of Association and a notice of AGM will be despatched to the Shareholders as soon as practicable.

By order of the Board
UBA INVESTMENTS LIMITED
CHAU Wai Hing
Chairman

Hong Kong, 12 July 2012

As at the date of this announcement, the Board of the Company consists of Mr. CHAU Wai Hing as chairman and executive Director, Mr. CHENG Wai Lun, Andrew and Dr. WONG Yun Kuen as executive Directors; Mr. CHAN Chung Yee, Alan, Dr. FUNG Lewis Hung and Mr. TANG Hon Bui, Ronald as independent non-executive Directors.

** For identification only*