



UNITY INVESTMENTS HOLDINGS LIMITED
合一投資控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 913)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**Meeting**”) of Unity Investments Holdings Limited 合一投資控股有限公司 (the “**Company**”) will be held at 30/F., China United Centre, 28 Marble Road, North Point, Hong Kong on Monday, 28 February 2005 at 9:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

SPECIAL RESOLUTION

1. “**THAT**, conditional upon (i) confirmation of the Capital Reduction (as defined below) by the Grand Court (the “**Court**”) of the Cayman Islands, registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court in respect of the Capital Reduction and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction, and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.01 each in the issued share capital of the Company upon the date (the “**Effective Date**”) on which the Capital Reduction (as defined below) becomes effective:
 - (a) the issued share capital of the Company be reduced by cancelling paid-up capital to the extent of HK\$0.09 on each of the shares of HK\$0.10 each in the capital of the Company in issue on the Effective Date (the “**Capital Reduction**”) so that each issued share in the capital of the Company shall be treated as one fully-paid up share of HK\$0.01 each in the capital of the Company (the “**New Share**”) and any liability of the holders of the New Shares to make any further contribution to the capital of the Company on each such New Share shall be treated as satisfied;
 - (b) subject to and forthwith upon the Capital Reduction being effective, the authorised but unissued share capital of the Company shall be sub-divided by sub-dividing each of the authorised but unissued shares of HK\$0.10 each in the capital of the Company into ten (10) new shares of HK\$0.01 each in the capital of the Company (the “**Subdivision**”);
 - (c) subject to and forthwith upon the Capital Reduction being effective, the credit amount arising from the Capital Reduction be applied to a distributable reserve of the Company where it may be utilised by the directors of the Company in accordance with the articles of association of the Company and all applicable laws, including to eliminate the accumulated losses of the Company as at the Effective Date (the “**Application of Credit**”); and
 - (d) the directors of the Company be and are hereby authorised generally to do all such acts, deeds and things as they shall, in their absolute discretion, deem appropriate to effect and implement the Capital Reduction, the Subdivision and the Application of Credit.”

ORDINARY RESOLUTIONS

2. “**THAT** conditional upon special resolution numbered 1 set out in the notice (the “**Notice**”) convening this Meeting becoming unconditional and effective, the authorised share capital of the Company be increased from such amount as shall have resulted from the Capital Reduction (as described in special resolution numbered 1 as set out in the Notice) to HK\$500,000,000 by the creation of such number of New Shares as shall be necessary to increase the authorised share capital of the Company to HK\$500,000,000.”
3. “**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the Shares or New Shares as the case may be in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme of the Company adopted on 2 May 2003 up to a new 10 per cent limit (the “**Refreshed Scheme Mandate Limit**”) be approved provided that:
 - (a) the total number of shares in the Company as the case may be which may be issued upon exercise of options to be granted under such scheme after the date of the passing of this Resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this Resolution, must not exceed 10 per cent of the number of shares in the Company in issue as at the date of passing this Resolution; and
 - (b) options granted prior to the date of passing this Resolution under the such scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with such scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit and any director of the Company be and is hereby authorised to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

By Order of the Board of
UNITY INVESTMENTS HOLDINGS LIMITED
合一投資控股有限公司
Pang Shuen Wai, Nichols
Executive Director

Hong Kong, 31 January, 2005

Principal place of business in Hong Kong:
30th Floor, China United Center
28 Marble Road
North Point
Hong Kong

Notes:

- (1) Any member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the meeting is enclosed.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Tengis Limited, Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not later than 48 hours before the time appointed for holding the Extraordinary General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Extraordinary General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in personal or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (6) As at the date hereof, the executive directors of the Company are Ms. Au Shuk Yee, Sue, Mr. Pang Shuen Wai, Nichols and Mr. Kitchell, Osman Bin and the independent non-executive directors of the Company are Mr. Lam Ping Cheung, Mr. Wong Ying Seung, Asiong, Mr. Chung Kong Fei, Stephen and Mr. Tsang Wing Ki.