



# 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 Thursday, 30 June, 2005 at 9:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

### ORDINARY RESOLUTION

“**THAT**

- (a) the agreement (the “**Placing Agreement**”) dated 19 May 2005 entered into between the Company and Get Nice Investment Limited (the “**Placing Agent**”), a copy of which has been produced to the meeting and marked “A” and initialled by the chairman of the meeting for identification purposes, pursuant to which the Placing Agent has agreed to place the convertible notes to be issued by the Company in an aggregate principal amount of HK\$20 million (the “**Convertible Notes**”) be and is hereby ratified, confirmed and approved;
- (b) the directors of the Company be and are hereby authorised to issue the Convertible Notes according to the terms of the Placing Agreement and allot and issue shares of the Company upon the exercise of the conversion rights attaching to the Convertible Notes on and subject to the terms and conditions thereof; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated under the Placing Agreement.”

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, 14 June, 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.