



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 (the “**Meeting**”) of Unity Investments Holdings Limited 合一投資控股有限公司 (the “**Company**”) will be held at 30 Floor, China United Center, 28 Marble Road, North Point, Hong Kong on Tuesday, 13 September 2005 at 8:45 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTIONS

1. “**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of and permission to deal in the Consolidated Shares (as defined in paragraph (a) of this Resolution below):
 - (a) with effect from the first business day immediately following the date on which this Resolution is passed, every ten ordinary shares of HK\$0.01 each in the issued and unissued share capital of the Company be consolidated into one share of HK\$0.10 (each a “**Consolidated Share**”) and the Consolidated Shares in issue shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the articles of association of the Company;
 - (b) all fractions of the Consolidated Shares to which holders of issued shares of HK\$0.01 each in the share capital of the Company would otherwise be entitled to be aggregated, sold and retained for the benefit of the Company;
 - (c) the directors of the Company be and are generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangements; and
 - (d) in this Resolution, the term ‘business day’ shall mean a day on which the Stock Exchange is open for the business of dealing in securities and there is no suspension in the trading in the shares of the Company on that day.”

2. **“THAT**, conditional upon fulfillment of the Conditions as set out in the circular dated 18 August 2005 (the **“Circular”**) to the shareholders of the Company of which the notice convening this meeting at which this resolution is proposed forms part, a copy of the Circular marked A has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, including the Listing Committee of the Stock Exchange approving the listing of, and granting the permission to deal in, the Consolidated Shares in their nil-paid and fully-paid forms to be allotted to the Qualifying Shareholders (as defined in the Circular) by way of rights as announced on 26 July 2005.
- (a) the issue by way of rights (the **“Rights Issue”**) of not more than 927,876,000 Consolidated Shares of HK\$0.10 each in the share capital of the Company (the **“Rights Shares”**) to holders of the shares of the Company whose names appear on the register of members of the Company on the Record Date (as defined in the Circular) in proportion of one Rights Share for every ten Consolidated Share then held at the subscription price of HK\$0.1 per Rights Share and otherwise on the terms and conditions set out in the underwriting agreement dated 25 July 2005 entered into by the Company in relation to the Rights Issue (the **“Underwriting Agreement”**), a copy of the Underwriting Agreement marked B has been produced to the meeting and signed by the Chairman of the meeting for the purpose of identification, be and is hereby approved;
- (b) the directors of the Company be and are hereby authorised to allot and issue the Rights Shares pursuant to or in connection with the Rights Issue provided that in the case of shareholders of the Company whose addresses as shown on the register of members of the Company at the close of business on the Record Date are in any jurisdictions outside Hong Kong, and to whom the directors of the Company consider it necessary or expedient not to offer the Rights Shares on account of the legal advices given by the legal counsels of such jurisdictions (the **“Non-Qualifying Shareholders”**), the Rights Shares shall not be issued to the Non-Qualifying Shareholders but shall be aggregated and issued to a nominee to be named by the Company and such Rights Shares shall be sold in the market as soon as practicable after dealings in Rights Shares in the nil-paid form commence and the proceeds of such sale (after deduction of expenses) of HK\$100 or more will be paid to the Non-Qualifying Shareholders pro-rata to their respective shareholdings and the Company shall retain any individual amount of less than HK\$100; and
- (c) the directors of the Company be and are hereby authorised to make such other exclusions or other arrangements in relation to the Non-Qualifying Shareholders as they may deem necessary or expedient and generally to do such things or make such arrangement as they may think fit to effect the Rights Issue.”

SPECIAL RESOLUTION

1. To consider as special business and, if thought fit, pass with or without amendment(s), the following resolution as a special resolution:

“THAT the articles of association of the Company (the **“Articles”**) be and are hereby amended by:

- (a) inserting the following wording after the last sentence of Article 8:

“The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Law.”;

- (b) inserting the words “voting by way of a poll is required by the rules of the Exchange or” after the words “on a show of hands unless” appearing in the first sentence of Article 100;
- (c) deleting the full-stop at the end of Article 100(d) and replacing therewith a semicolon and the word “or”;
- (d) inserting the following as new Article 100(e):

“(e)if required by the rules of the Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.”;

- (e) inserting the following wording after the third sentence of Article 102:

“The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the rules of the Exchange.”;

- (f) substituting the existing Article 122 with the following new Article 122:

“The number of Directors shall not exceed seven and shall not be less than two.”;

- (g) substituting the existing Article 123 with the following new Article 123:

“The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election, but shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 157.”

- (h) substituting the existing Article 157 with the following new Article 157:

“Notwithstanding any other provisions in these Articles and subject to the manner of retirement by rotation of Directors as from time to time prescribed under the Listing Rules, at each annual general meeting, one third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.”; and

(i) substituting the existing Article 160 with the following new Article 160:

“The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors appointed shall not exceed seven and shall not be less than two. Subject to the provisions of these Articles and the Law, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board) and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.”

and THAT any director of the Company be and is hereby authorised to take such further action as he/she may, at his/her sole and absolute discretion, think fit for and on behalf of the Company to implement the aforesaid amendments to the existing Articles.”

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

Hong Kong, 18 August 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 Mr. Pang Shuen Wai, Nichols and Ms. Au Shuk Yee, Sue, 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.