



Unity Investments Holdings Limited

合一投資控股有限公司

(Incorporated in Cayman Islands with limited liability)

(Stock Code: 913)

NOTICE OF OCTOBER EGM

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 Friday, 7 October 2005 at 8:45 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

1. “**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, 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 and the supplemental agreement thereto dated 16 September 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.”

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, 21 September 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 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) 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.
- (3) 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 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 Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (4) 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.
- (5) As at the date hereof, the executive directors of the Company are Mr. Pang Shuen Wai, Nichols, Ms. Au Shuk Yee, Sue 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.