



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 of Unity Investments Holdings Limited (the “Company”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 25 July 2008 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following special resolutions:–

SPECIAL RESOLUTIONS

1. **“THAT**, conditional upon (i) approval by the Grand Court of Cayman Islands (the “Court”) of the Capital Reduction (as defined below), 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 containing the particulars required under the Companies Law of the Cayman Islands 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\$0.10 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\$0.08 on each of the Shares in issue as of the Effective Date (the “Capital Reduction”) so that each issued share of HK\$0.10 in the capital of the Company shall be treated as one fully paid up share of HK\$0.02 in the capital of the Company (“Reduced Share”) and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital hereby cancelled be made available for issue of the Adjusted Shares (as defined below) so that the authorised capital of the Company of HK\$2,000,000,000 remains unchanged on the Effective Date;

- (B) every five issued Reduced Shares of HK\$0.02 each be consolidated into one consolidated Share of HK\$0.10 (“Adjusted Share”) and any fraction of Adjusted Shares arising from the share consolidation shall not be allocated to the holders of the Reduced Shares otherwise entitled thereto but such fractions shall be aggregated and be sold for the benefit of the Company (“Share Consolidation”);
- (C) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company (if any) with the entire amount or the balance to be transferred to the distributable capital reduction reserve account of the Company;
- (D) all of the Adjusted Shares resulting from the Capital Reduction and Share Consolidation shall rank *pari passu* in all respects and have the rights and privileges and be subject to the restrictions contained in the Company’s articles of association; and
- (E) the directors of the Company be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Capital Reduction, Share Consolidation and application of credit arising from the Capital Reduction (together with “Capital Reorganisation”).”

2. **“THAT** the articles of association of the Company be amended in the following manner:

(A) **Article 2(x)**

by deleting article 2(x) in its entirety and replace with the following new 2(x):–

“published in the newspapers” means published as a paid advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of the Exchange and to the extent that it does not contravene the Companies Law;

(B) **Article 23**

by inserting, in article 23, after the words “advertisement published in the newspapers”, the words “or by any means in such manner as the Board may from time to time determine and as may be accepted by the Exchange and to the extent that it does not contravene the Companies Law”;

(C) Article 38

by inserting, in article 38, after the words “published in the newspapers”, the words “or given by any means in such manner as the Board may from time to time determine and as may be accepted by the Exchange and to the extent that it does not contravene the Companies Law”;

(D) Article 53

by inserting, in article 53, after the words “advertisement being published in the newspapers”, the words “or by any means in such manner as the Board may from time to time determine and as may be accepted by the Exchange and to the extent that it does not contravene the Companies Law”;

(E) Article 72

by inserting, in article 72,

- (a) after the words “that such declaration has been made to be published in the newspapers”, the words “or given by any means in such manner as the Board may from time to time determine and as may be accepted by the Exchange and to the extent that it does not contravene the Companies Law”;
- (b) after the words “that the period of suspension has ended to be published in the newspapers”, the words “or given by any means in such manner as the Board may from time to time determine and as may be accepted by the Exchange and to the extent that it does not contravene the Companies Law”;

(F) Article 74

by inserting, in article 74, after the words “published in the newspapers”, the words “or by any means in such manner as the Board may from time to time determine and as may be accepted by the Exchange and to the extent that it does not contravene the Companies Law”;

(G) Article 214(d)

by deleting article 214(d) in its entirety and replace with the following new 214(d):–

“upon expiry of the 12 year period, the Company has given notice of its intention to sell such shares by way of an advertisement published in the newspapers or by any means in such manner as the Board may from time to time determine and as may be accepted by the Exchange and to the extent that it does not contravene the Companies Law, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention”;

(H) Article 227

by inserting, in article 227,

- (a) after the words “including a share certificate”, the words “and any corporate communication within the meaning ascribed thereto under the Listing Rules”;
- (b) after the words “in the case of notice”, the words “or any corporate communication within the meaning ascribed thereto under the Listing Rules”;
- (c) after the words “published in the newspapers”, the words “or subject to and in accordance with the requirements of the Exchange, to the extent permitted by the applicable laws, by placing it on the Company’s website or computer network or the website of the Exchange or any means and in such manner as may be accepted by the Exchange and, if required by the Listing Rules, notifying the Shareholder concerned, by any of the means mentioned in this Article, that the notice or other document is available there”;

(I) *Article 231*

by inserting, immediately after the last sentence of article 231, the sentences “Any notice or document sent by electronic communication shall be deemed to have been served on the date on which it is transmitted from the server of the Company or its agent. Any notice or document placed on the Company’s website or computer network or the website of the Exchange shall be deemed to have been served on the date on which the notice or document is published on the Company’s website or computer network or the website of the Exchange to which the entitled person may have access.””

By order of the Board
Unity Investments Holdings Limited
合一投資控股有限公司
KITCHELL Osman Bin
Executive Director

Hong Kong, 2 July 2008

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
3. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Company's share registrar, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

As at the date of this announcement, the Executive Directors of the Company are Mr. KITCHELL Osman Bin (Chairman and Chief Executive Officer), Ms. DAVIS Angela Hendricks and Ms. CHOI Ka Wing; and the Independent Non-executive Directors of the Company are Mr. CHUNG Kong Fei, Stephen, Mr. TSANG Wing Ki and Ms. SWARTZ Kristi Lynn.