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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 合一投資控股有限公司 (the “**Company**”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. on Friday, 24 September 2010 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as a special resolution and an ordinary resolution respectively:

SPECIAL RESOLUTION

1. “**THAT** conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting or agreeing to grant the listing of, and permission to deal in, the Adjusted Shares (as defined below); and (ii) approval by the Grand Court of Cayman Islands (the “**Court**”) of the Capital Reduction (as defined below) and 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, with effect from the date on which those conditions are fulfilled:
 - (i) every twenty issued shares (“**Shares**”) of HK\$0.10 each be consolidated into one consolidated share (“**Consolidated Share**”) of HK\$2.00 each (“**Share Consolidation**”) and any fraction of a Consolidated Share arising from the Share Consolidation shall not be allocated to the holders of Shares otherwise entitled thereto but such fractions shall be aggregated and be sold for the benefit of the Company;
 - (ii) immediately following the Share Consolidation, the paid-up capital of each Consolidated Share of the Company be reduced from HK\$2.00 each to HK\$0.01 each by cancelling capital paid-up or credited as paid up to the extent of HK\$1.99 on each Consolidated Share by way of a reduction of

capital (“**Capital Reduction**”) so that each issued Consolidated Share of HK\$2.00 each in the capital of the Company shall be treated as one fully paid-up share (“**Adjusted Share**”) of HK\$0.01 each in the share capital of the Company 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 thereby cancelled be made available for issue of new shares of the Company;

- (iii) the credit arising from the Capital Reduction shall be applied towards cancelling the accumulated deficit of the Company (if any) with the balance (if any) to be transferred to the distributable capital reduction reserve account of the Company which shall be utilised by the directors of the Company as a distributable reserve of the Company in accordance with the Companies Law of the Cayman Islands and the articles of association of the Company;
- (iv) immediately following the Capital Reduction, each authorised but unissued Share of HK\$0.10 each be sub-divided into ten Adjusted Shares of HK\$0.01 each (“**Share Sub-division**”);
- (v) all of the Adjusted Shares resulting from the Share Consolidation, Capital Reduction and Share Sub-division 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
- (vi) 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 Share Consolidation, Capital Reduction, Share Sub-division and application of credit arising from the Capital Reduction (together, the “**Capital Reorganisation**”).”

ORDINARY RESOLUTION

- 2. “**THAT** conditional on the Capital Reorganisation referred to in resolution numbered 1 becoming effective and on the obligations of Get Nice Securities Limited (the “**Underwriter**”) becoming unconditional under the underwriting agreement dated 27 July 2010 entered into between the Company and the Underwriter (the “**Underwriting Agreement**”):
 - (i) the issue of not less than 341,567,856 Adjusted Shares and not more than 444,038,208 Adjusted Shares as defined in Resolution numbered 1 of the notice convening this meeting (“**Rights Shares**”) pursuant to an offer by way of rights to holders of shares in the Company at HK\$0.36 per Rights Share (the “**Rights Issue**”) in the proportion of eight Rights Shares for every one Adjusted Share held by the holders of Adjusted Shares (the “**Shareholders**”) whose names appear on the register of members of the

Company on 9 December 2010 (or such other date as the Underwriter may agree in writing with the Company) (the “**Record Date**”) other than those Shareholders whose addresses on the register of members of the Company are outside Hong Kong on the Record Date and whom the Directors consider it necessary or expedient not to offer the Rights Issue to such Shareholders on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place (the “**Non-Qualifying Shareholders**”), on and subject to the terms and conditions set out in a circular to the Shareholders in respect of the Rights Issue dated 31 August 2010 (the “**Circular**”) (a copy of which having been produced to this meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) and on such other terms and conditions as may be determined by the directors of the Company be and is hereby approved provided that (a) no Rights Shares shall be offered to Non-Qualifying Shareholders and the Rights Shares which would otherwise have been offered to them shall be sold if a premium net of expenses is obtained and to the extent that such rights can be sold, the net proceeds of such sale (after deducting the expenses of sale) be distributed to the Non-Qualifying Shareholders pro rata to their holding of shares provided further that individual amounts of HK\$100 or less shall be retained for the benefit of the Company; and (b) to the extent that the Rights Shares referred to in (a) above are not sold as aforesaid, such Rights Shares together with any Rights Shares provisionally allotted but not accepted shall be offered for application under forms of application for excess Rights Shares; and

- (ii) the directors of the Company be and is hereby authorised to issue and allot the Rights Shares on terms as set out in the Circular and to do all such acts and things, to sign and execute all such further documents and to take such steps as the directors of the Company may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue and any of the transactions contemplated thereunder.”

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, 31 August 2010

Notes:

- (1) Any member of the Company entitled to attend and vote at the meeting 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. A member may appoint any number of proxies to attend in his stead at any one general meeting. In the case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead.
- (2) The instrument appointing a proxy must 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 must be delivered at the Company's branch share registrar and transfer office in Hong Kong, **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 any 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 notice, the executive Directors 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 are Mr. CHUNG Kong Fei, Stephen, Mr. TSANG Wing Ki and Mr. NGAI Wai Kin.