



**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 “**EGM**”) of the shareholders (the “**Shareholders**”) of Unity Investments Holdings Limited 合一投資控股有限公司 (the “**Company**”) will be held on Monday, 24 November 2008 at 9:00 a.m. at Java II-III, 2nd Floor, Harbour Plaza North Point, 665 King’s Road, North Point, Hong Kong, for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

(1) “**THAT**

- (a) the conditional settlement deed dated 8 October 2008 (the “**First Settlement Deed**”) entered into between the Company and Union Glory Finance Inc. (the “**First Lender**”), a wholly owned subsidiary of Mascotte Holdings Limited (“**Mascotte**”), a copy of the First Settlement Deed is tabled at the meeting and marked “**A**” and initialled by the chairman of the meeting for identification purpose, pursuant to which, the Company will issue zero coupon convertible notes (the “**First Convertible Notes**”) due 2011 in an aggregate principal amount of HK\$18 million to Mascotte to settle the loan in the principal amount of HK\$18 million to the Company pursuant to the loan agreement between the First Lender and the Company dated 13 August 2008, be and is hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the conversion shares (the “**First Conversion Shares**”) upon the exercise of the conversion rights attached to the First Convertible Notes, the issue of the First Convertible Notes and the issue of the First Conversion Shares to Mascotte upon the exercise of the conversion rights attached to the First Convertible Notes be and are hereby approved; and

(c) any one director (the “**Director**”) of the Company, or any two Directors or the Director and the Secretary if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign/execute all such papers and documents and to do all such acts and things and take all other steps which, in his/her/their opinion, may be necessary or desirable in connection with the transactions contemplated under the First Settlement Deed.”

(2) “**THAT**

(a) the conditional settlement deed dated 8 October 2008 (the “**Second Settlement Deed**”) entered into between the Company and Double Smart Finance Limited (the “**Second Lender**”), a wholly owned subsidiary of Heritage International Holdings Limited (“**Heritage**”), a copy of the Second Settlement Deed is tabled at the meeting and marked “**B**” and initialed by the chairman of the meeting for identification purpose, pursuant to which, the Company will issue zero coupon convertible notes (the “**Second Convertible Notes**”) due 2011 in an aggregate principal amount of HK\$20 million to Heritage to settle the loan in the principal amount of HK\$20 million to the Company pursuant to the loan agreement between the Second Lender and the Company dated 14 August 2008, be and is hereby approved, confirmed and ratified;

(b) conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the conversion shares (the “**Second Conversion Shares**”) upon the exercise of the conversion rights attached to the Second Convertible Notes, the issue of the Second Convertible Notes and the issue of the Second Conversion Shares to Heritage upon the exercise of the conversion rights attached to the Second Convertible Notes be and are hereby approved; and

- (c) any one director (the “**Director**”) of the Company, or any two Directors or the Director and the Secretary if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign/execute all such papers and documents and to do all such acts and things and take all other steps which, in his/her/their opinion, may be necessary or desirable in connection with the transactions contemplated under the Second Settlement Deed.”

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

Hong Kong, 7 November 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 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 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 board of directors of the Company comprises Mr. KITCHELL Osman Bin (Chairman and Chief Executive Officer), Ms. DAVIS Angela Hendricks and Ms. CHOI Ka Wing as executive directors of the Company, and Mr. CHUNG Kong Fei, Stephen, Mr. TSANG Wing Ki, Ms. SWARTZ Kristi Lynn and Mr. NGAI Wai Kin as independent non-executive directors of the Company.*