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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 on Thursday, 29 December 2011 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (A) the entering of a master transactions agreement dated 17 October 2011, as amended by the supplemental agreement dated 9 December 2011 (the “**Master Transactions Agreement**”), between the Company (for itself and on behalf of its subsidiaries together the “**Group**”) and Hennabun Capital Group Limited (for itself and on behalf of its subsidiaries together the “**HCG Group**”) pursuant to which the HCG Group agreed to provide securities brokerage, margin trading and financing facilities and corporate financial advisory services to the Group until 31 December 2014 on the terms set out therein (a copy of the Master Transactions Agreement has been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification purpose), and the transactions contemplated under the Master Transactions Agreement, be and is hereby approved, ratified and confirmed; and
- (B) the directors of the Company (the “**Directors**”) be and are hereby authorised to implement all the transactions referred to in the Master Transactions Agreement and to do all such acts and things and sign all such documents, agreements or deeds on behalf of the Company as they shall in their absolute discretion consider necessary or desirable to give effect to the Master Transactions Agreement and the arrangements contemplated thereunder. ”

2. “**THAT** conditional upon resolution numbered 1 above being passed, the annual caps for each of the three years ending 31 December 2012, 2013 and 2014 in respect of the financial services (including securities brokerage and corporate financial advisory services) as set out in the Master Transactions Agreement be and are hereby approved.”
3. “**THAT** conditional upon resolution numbered 1 above being passed, the annual caps for each of the three years ending 31 December 2012, 2013 and 2014 in respect of the margin trading and financing facilities (including interest on margin financing) as set out in the Master Transactions Agreement be and are hereby approved. ”

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, 12 December 2011

*Notes:*

- (1) A form of proxy to be used for the meeting is enclosed.
- (2) 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.
- (3) 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.
- (4) 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 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.

- (5) 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 the Company comprises the following Directors:*

*Executive Directors:*

Mr. KITCHELL Osman Bin  
*(Chairman and Chief Executive Officer)*  
Mr. CHAN Yin, David *(Vice Chairman)*  
Ms. DAVIS Angela Hendricks  
Ms. CHOI Ka Wing

*Independent non-executive Directors:*

Mr. CHUNG Kong Fei, Stephen  
Mr. TSANG Wing Ki  
Mr. NGAI Wai Kin