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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 4:30 p.m. on Thursday, 17 May 2012 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution as a special resolution:

SPECIAL RESOLUTION

“**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 New Shares (as defined below); and (ii) approval by the Grand Court of the Cayman Islands (the “**Court**”) of the Capital Reduction (as defined below) and registration 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 the Registrar of Companies of the Cayman Islands and compliance with any conditions imposed by the Court, with effect from the date on which those conditions are fulfilled:

- (i) every eight issued shares of HK\$0.01 each in the existing issued share capital of the Company be consolidated into one consolidated share (“**Consolidated Share**”) of par value of HK\$0.08 (“**Share Consolidation**”);
- (ii) immediately following the Share Consolidation, the total number of Consolidated Shares in the issued share capital of the Company be rounded down to the nearest whole number and the paid-up capital of each Consolidated Share be reduced from HK\$0.08 to HK\$0.01 by cancelling capital paid up or credited as paid up to the extent of HK\$0.07 on each Consolidated Share by way of a reduction of capital (“**Capital Reduction**”) so that each issued Consolidated Share of HK\$0.08 in the capital of the Company shall be treated as one fully paid-up share (“**New Share**”) of HK\$0.01 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 amount standing to the credit of the existing distributable capital reduction reserve account of the Company and, following the Capital Reduction becoming effective, 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) all of the New Shares resulting from the Share Consolidation and Capital Reduction 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
- (v) 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, application of credit arising from the Capital Reduction and the amount standing to the credit of the existing distributable capital reduction reserve account of the Company.”

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, 24 April 2012

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. If a recognised clearing house (or its nominee) is a member of the Company, it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company.
- (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 notorially certified copy of such power or authority must be delivered to 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 directors of the Company comprises:

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