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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 (the “**EGM**”) of Unity Investments Holdings Limited (the “**Company**”) will be held at Best Western Plus Hotel Hong Kong, 308 Des Voeux Road West, Hong Kong at 11:00 a.m. on Tuesday, 5 July 2016, for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Consolidated Shares (as defined below) arising from the Share Consolidation (as defined below), with effect from the first business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
  - (a) every five (5) issued and unissued shares of a par value of HK\$0.02 each in the existing share capital of the Company be and are hereby consolidated (the “**Share Consolidation**”) into one (1) share of a par value of HK\$0.10 each (the “**Consolidated Shares**”); and
  - (b) the directors of the Company (the “**Directors**”) or a committee hereof be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Share Consolidation and to aggregate all fractional Consolidated Shares and sell them for the benefits of the Company.”
2. “**THAT** subject to the passing of ordinary resolution no. 1 and conditional upon: (i) the Share Consolidation (as defined in resolution no. 1 above) has become effective; and (ii) fulfillment or wavier (where applicable) of the conditions of the Underwriting Agreement (as defined below):
  - (a) the allotment and issue of 1,164,211,204 Consolidated Shares (in their nil paid and fully paid form) (the “**Rights Shares**”) by way of rights (the “**Rights Issue**”) at a subscription price of HK\$0.25 per Rights Share to the qualifying holders of the Consolidated Shares (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company on Friday, 15 July 2016 (or such later date as the Company and the Underwriter (as defined below) may agree to be the record date for the Rights Issue) (the

“**Record Date**”) other than those shareholders with addresses as shown on the register of members of the Company on the Record Date are outside Hong Kong whom the Directors, after making relevant enquiry, consider their exclusion from the Rights Issue to be necessary or expedient 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 “**Excluded Shareholders**”) as described in further details in the Company’s circular dated 17 June 2016 on the basis of two (2) Rights Share for every one (1) Consolidated Share held on the Record Date and on and subject to such terms and conditions as may be determined by the Directors and otherwise pursuant to and subject to the fulfillment of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**”) including all supplemental agreement(s) relating thereto (if any) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) dated 23 May 2016 and made between the Company and Suncorp Securities Limited as underwriter (the “**Underwriter**”), and the transactions contemplated thereunder, be and are hereby approved;

- (b) any one Director be and is hereby authorised to allot and issue the Rights Shares (in their nil paid and fully paid form) pursuant to or in connection with the Rights Issue notwithstanding that the same may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors may make such exclusions or other arrangements in relation to Excluded Shareholders as they deem necessary or expedient having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong;
- (c) the entering into of the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by the Underwriter) be and are hereby approved; and
- (d) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder or in this resolution.”

By order of the Board  
**Unity Investments Holdings Limited**  
合一投資控股有限公司  
**NG Chi Hoi**  
*Chairman*

Hong Kong, 17 June 2016

*Notes:*

1. Any shareholder entitled to attend and vote at the extraordinary general meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf. A proxy need not to be a shareholder of the Company.
2. In order to be valid, a form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the extraordinary general meeting (or any adjournment thereof).
3. Completion and delivery of a form of proxy shall not preclude a shareholder from attending and voting in person at the extraordinary general meeting and in such event, the instrument appoint a proxy shall be deemed to be revoked.
4. Where there are joint holders of any shares, any one of such joint holder may vote, either in person or by proxy in respect of such shares as if he/she was solely entitled hereto; but if more than one of such joint holders be present at the extraordinary general meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company.
5. A form of proxy for use at the extraordinary general meeting is attached herewith.
6. Any voting at the extraordinary general meeting shall be taken by poll.
7. The form of proxy shall be in writing under the hand of the appointer or his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.

*As at the date of this notice, the board comprises:*

*Executive Directors:*

Mr. NG Chi Hoi

*(Chairman and Chief Executive Officer)*

Ms. SHUM Kit Lan Anita

*Independent non-executive Directors:*

Mr. HUNG Cho Sing

Mr. CHAN Yik Pun

Ms. CHUNG Fai Chun