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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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Annual 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, 30 June 2011 at 9:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2010 and the reports of the directors and auditor of the Company for the year ended 31 December 2010.
2. To re-elect Ms. CHOI Ka Wing as an executive director of the Company.
3. To re-elect Mr. TSANG Wing Ki as an independent non-executive director of the Company.
4. To re-elect Mr. CHAN Yin David as an executive director of the Company.
5. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
6. To re-appoint Mazars CPA Limited as auditor of the Company and its subsidiaries and to authorise the board of directors of the Company to fix their remuneration.

7. **“THAT:**

- (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**) the exercise by the directors of the Company (**“Directors”**) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the capital of the Company (**“Shares”**) and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval given in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of aforesaid powers during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval given in paragraph (a) and (b) of this resolution, otherwise than pursuant to a Rights Issue (as hereinafter defined) or pursuant to the exercise of any options granted under the share option scheme adopted by the Company or an issue of shares upon the exercise of subscription rights attached to warrants which might be issued by the Company or an issue of shares in lieu of the whole or part of a dividend on shares or any scrip dividend scheme or similar arrangement in accordance with the articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, **“Relevant Period”** means the period from the time of passing of this resolution until whichever is the earlier of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong).”

8. “**THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the articles of association of the Company and all applicable laws of the Cayman Islands and/or other applicable laws in this regards, be and the same is hereby generally and unconditional approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the Shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the time of passing of this resolution until whichever is the earlier of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws of the Cayman Islands to be held; and

- iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
9. “**THAT** conditional upon the passing of resolutions numbered 7 and 8 set out in the notice of the annual general meeting (the “**Notice of AGM**”) at which this resolution is considered, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with new shares of the Company (the “**Shares**”) pursuant to resolution numbered 7 set out in the Notice of AGM of which this resolution forms part be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company repurchased or agreed to be repurchased by the Company under the authority granted pursuant to the resolution numbered 8 set out in the Notice of AGM, provided that such amount of Shares so repurchased by the Company shall not exceed 10% of aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

AS SPECIAL BUSINESS

To consider and, if thought fit, pass with or without modification, the following resolution as ordinary resolution:

10. “**THAT** conditional upon Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the shares of the Company (the “**Shares**”) to be issued upon the exercise of options under the share option scheme adopted by the Company on 2 May 2003 (the “**Share Option Scheme**”), the existing scheme mandate limit in respect of granting of options to subscribe for shares of the Company under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the shares of the Company in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the directors of the Company be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with shares of the Company pursuant to the exercise of such options.”

SPECIAL RESOLUTIONS

As special business, to consider and if thought fit, pass with or without amendments, the following resolutions as special resolutions:

11. **“THAT** the articles of association of the Company be and are hereby amended in the following manner:

(1) Article 2

(i) By deleting the existing Article 2(d) in its entirety and substituting therefor the following:

““Business Day(s)” shall mean a day on which the Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the Exchange is closed for the business of dealing in securities in Hong Kong on a business day for the reason of a Number 8 or higher Typhoon Signal, Black Rainstorm Warning or other similar event, such day shall for the purposes of these Articles be counted as a Business Day;”

(ii) By deleting the existing Article 2(h) in its entirety and substituting therefor the following:

““the Companies Law” or “the Law” shall mean The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands;”

(iii) By deleting the existing Article 2(y) in its entirety and substituting therefor the following:

““recognised clearing house” shall mean a clearing house recognised by the laws of the jurisdiction in which the shares of the Company are listed or quoted on a stock exchange in such jurisdiction;”

(iv) By inserting the following immediately after the words “non-transitory form” in Article 2(kk):

“, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable Law, rules and regulations”

(v) Delete the word “and” at the end of Article 2(mm).

- (vi) Delete the full-stop at the end of Article 2(nn) and replacing therewith a semicolon and the word “and”.
- (vii) By inserting the following new Article 2(oo) immediately after the existing Article 2(nn):

“(oo) Section 8 of the Electronic Transactions Law (2003) of the Cayman Islands, as amended from time to time, shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles.”

(2) Article 23

By deleting the existing Article 23 in its entirety and substituting therefor the following:

“23. The register may, after notice has been given in accordance with the requirements of the Exchange by advertisement published in the newspapers or by any electronic means in such manner as may be accepted by the Exchange, be closed at such times and for such periods as the Board may from time to time determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year). The Company shall, on demand, furnish any person seeking to inspect the register or part thereof which is closed by virtue of this Article with a certificate under the hand of the Secretary stating the period for which, and by whose authority, it is closed.”

(3) Article 53

By deleting the existing Article 53 in its entirety and substituting therefor the following:

“53. The registration of transfers may, after notice has been given in accordance with the requirements of the Exchange by advertisement published in the newspapers or by any electronic means in such manner as may be accepted by the Exchange, be suspended and the register closed at such times for such periods as the Board may from time to time determine, provided always that such registration shall not be suspended or the register closed for more than 30 days in any year (or such longer period as the members may by ordinary resolution determine provided that such period shall not be extended beyond 60 days in any year).”

(4) Article 74

By deleting the existing Article 74 in its entirety and substituting therefor the following:

“74. The Company shall publish a statement of its net asset value at such times as the Board may determine in accordance with the requirements of the Exchange by advertisement published in the newspapers or by any means in such manner as the Board may from time to time determine and as may be accepted by the Exchange and to the extent that it does not contravene the Companies Law.”

(5) Article 80

By deleting the existing Article 80 in its entirety and substituting therefor the following:

“80. The Company may by special resolution reduce its share capital or any capital redemption reserve in any manner authorised and subject to any conditions prescribed by Law.”

(6) Article 90

By deleting the existing Article 90 in its entirety and substituting therefor the following:

“90. An annual general meeting shall be called by notice in writing of not less than 21 days or any period required under the Listing Rules from time to time, whichever is longer, any extraordinary general meeting called for the passing of a special resolution shall be called by notice in writing of not less than 21 days or any period required under the Listing Rules from time to time, whichever is longer, and any other extraordinary general meeting shall be called by notice in writing of not less than 14 days or any period required under the Listing Rules from time to time, whichever is longer. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 95) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.”

(7) Article 111(b)

By deleting the word “Member” in the existing Article 111(b) and substituting therefor the word “member”.

(8) Article 122

By deleting the existing Article 122 in its entirety and substituting therefor the following:

“122. The number of Directors shall not exceed ten and shall not be less than two.”

(9) Article 135

By deleting the words “a special” in the existing Article 135(g) and substituting therefor the words “an ordinary”.

(10) Article 140

By deleting the words “in which the Company in interested” in the existing Article 140 and substituting therefor the words “in which the Company is interested”.

(11) Article 157

By deleting the word “one-third” in the existing Article 157 and substituting therefor the words “one third”.

(12) Article 160

By deleting the words “shall not exceed seven” in the existing Article 160 and substituting therefor the words “shall not exceed ten”.

(13) Article 161

By deleting the existing Article 161 in its entirety and substituting therefor the following:

“161. No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a notice signed by a member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the registration office provided that the minimum length of the period, during which such notice(s) are given, shall be at least seven (7) days and that the period for lodgment of such notice(s) shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.”

(14) Article 163

By deleting the word “special” in the existing Article 163 and substituting therefor the word “ordinary”.

(15) Article 166

By deleting the existing Article 166 in its entirety and substituting therefor the following:

“166. A Director may, and the Secretary on request of a Director shall, at any time summon a meeting of the Board. Notice thereof shall be given to each Director either in writing or by telephone or by facsimile, telex or telegram, or by electronic means at the address or telephone, facsimile, telex number or electronic mail address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine provided that notice need not be given to any Director or alternate Director for the time being absent from Hong Kong.”

(16) Article 223

By deleting the existing Article 223 in its entirety and substituting therefor the following:

“223. Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent in the manner in which notices may be served by the Company as provided herein to every member of the Company and every holder of debentures of the Company, provided that the Company shall not be required to send copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.”

(17) Article 223A and Article 223B

By inserting the following paragraphs immediately after the existing Article 223 as new Articles 223A and 223B respectively:

“223A. To the extent permitted by and subject to due compliance with these Articles, the Law and all applicable rules and regulations, including, without limitation, the rules of the Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 223 shall be deemed satisfied in relation to any member or any holder of debentures of the Company by sending to such person instead of such copies, not less than 21 days before the date of the annual general meeting, in any manner not prohibited by these Articles and the Law, a summary financial statement derived from the Company’s annual accounts, together with the Directors’ report and the Auditor’s report on such accounts, which shall be in the form and containing the information required by these Articles, the Law and all applicable laws and regulations, provided that any person who is otherwise entitled to the annual accounts of the Company, together with the Directors’ report and the Auditor’s report thereon may, if he so requires, by notice in writing served on the Company, demand that the Company sends to him, in addition to the summary financial statement, a complete printed copy of the Company’s annual accounts, together with the Directors’ report and the Auditor’s report thereon.

223B. The requirement to send to a person referred to in Article 223 the documents referred to in that article or a summary financial report in accordance with Article 223A shall be deemed satisfied where, in accordance with all applicable Law, rules and regulations, including, without limitation, the rules of the Exchange, the Company publishes copies of the documents referred to in Article 223 and, if applicable, a summary financial report complying with Article 223A, on the Company's website or computer network or the website of the Exchange or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

(18) Article 227

By deleting the word "Shareholder" in the existing Article 227 and substituting therefor the word "shareholder".

(19) Article 230

By inserting the following sentence immediately after the first sentence in the existing Article 230:

"Subject to compliance with the Listing Rules, any member who has consented to or deemed to have consented to receive or otherwise have made available to him notices and documents to be given or issued to him by the Company by electronic means and whose registered address is outside Hong Kong may notify the Company in writing of an address in Hong Kong which for the purpose of service of notice shall be deemed to be his registered address."

12. "THAT the amended and restated memorandum and articles of association of the Company in the form of the document marked "A" and produced to this meeting and for the purpose of identification signed by the Chairman of this meeting, which consolidates and incorporates all of the proposed amendments referred to in resolution numbered 11 above, all previous amendments made pursuant to resolutions passed by the shareholders of the Company in general meetings, the current name, registered office and authorised share capital of the Company, be approved and adopted in substitution for and to the exclusion of the existing memorandum and articles of association 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, 31 May 2011

Notes:

- (1) Any member of the Company entitled to attend and vote at the Annual General 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 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 the Annual General Meeting.
- (2) The instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly 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 that power or authority shall be deposited 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 Annual General Meeting or any adjourned meeting (as the case may be) 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 Annual General Meeting or at any adjourned meeting (as the case may be) 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 Annual General Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the Annual General 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