
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Unity Investments Holdings Limited 合一投資控股有限公司 (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



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)

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES
AND
REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Unity Investments Holdings Limited 合一投資控股有限公司 to be held at 30th Floor, China United Center, 28 Marble Road, North Point, Hong Kong at 9:00 a.m. on Monday, 28 May 2007 is set out on pages 16 to 20 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting should you so wish.

30 April 2007

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
I. Introduction	3
II. Re-election of retiring Directors	4
III. General mandates to issue and repurchase securities	4
IV. Refreshment of Share Option Scheme Mandate Limit	5
V. Annual General Meeting	6
VI. Poll demand	7
VII. Responsibility of the Directors	7
VIII. Recommendation	7
 Appendix I : Biographical details of retiring Directors	 8
 Appendix II : Explanatory statement for the Repurchase Mandate	 11
 Notice of Annual General Meeting	 16

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“Adjusted Shares”	Shares of HK\$0.10 each in the capital of the Company upon the Capital Reorganisation became effective after 4:00 p.m. on 13 February 2007
“Annual General Meeting”	the annual general meeting of the Company to be held on Monday, 28 May 2007 at 9:00 a.m. at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong or any adjournment thereof
“Articles”	the articles of association of the Company
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	Unity Investments Holdings Limited 合一投資控股有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Directors”	the directors of the Company
“General Mandate”	the general mandate to the Directors to issue Shares representing up to 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the resolution
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Code”	Hong Kong Code on Share Repurchases
“Repurchase Mandate”	a general mandate to the Directors to exercise the powers of the Company to repurchase on the Stock Exchange Share representing up to a maximum of 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the resolution
“Registrar”	Tengis Limited, whose registered address is 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the capital of the Company
“Share Option Scheme”	the share option scheme of the Company adopted on 2 May 2003
“Share Option Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company, which shall not exceed 10% of the Adjusted Shares in issued on 26 January 2006, being the date on which the Share Option Scheme Mandate Limit was last refreshed by way of shareholders’ resolution
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary”	a subsidiary within the meaning of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Takeovers Code”	Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. CHUNG Wilson (*Chairman*)

Mr. KITCHELL Osman Bin (*Chief Executive Officer*)

Ms. CHOI Ka Wing

Non-executive Director:

Mr. WONG Man Hon, Frederick

Independent Non-executive Directors:

Mr. CHUNG Kong Fei, Stephen

Mr. TSANG Wing Ki

Mr. CHEN Henri Wei Hwa

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and principal place
of business in Hong Kong:*

Unit 2103, 21st Floor

China United Centre

28 Marble Road

North Point

Hong Kong

30 April 2007

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF DIRECTORS
AND
GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES
AND
REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of retiring Directors; (ii) the General Mandate and Repurchase Mandate; and (iii) the refreshment of the Share Option Scheme Mandate Limit as at the date of the passing of the relevant resolutions.

LETTER FROM THE BOARD

II. RE-ELECTION OF RETIRING DIRECTORS

As at Latest Practicable Date, the Board currently consists of seven Directors, namely Messrs. CHUNG Wilson, KITCHELL Osman Bin and CHOI Ka Wing, being the executive Directors, Messrs. Wong Man Hon, Frederick, being the non-executive Director, and Messrs. CHUNG Kong Fei, Stephen, TSANG Wing Ki and CHEN Henri Wei Hwa, being the independent non-executive Directors.

Pursuant to Article 157 of the Articles, at each annual general meeting of the Company, one-third of the Directors for the time being or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that each Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years at the annual general meeting. A retiring Director shall retain office until the close of the meeting at which he retires, and shall be eligible for re-election thereat.

Pursuant to Article 160 of the Articles, the Board shall have the power from time to time to appoint any person as a Director either to fill a causal vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Pursuant to Article 157 of the Articles, Messrs. TSANG Wing Ki and CHUNG Kong Fei, Stephen shall retire by rotation and be eligible for re-election at the Annual General Meeting. In addition, Messrs. CHUNG Wilson, CHOI Ka Wing and CHEN Henri Wei Hwa, being Directors appointed after the Company's last annual general meeting held on 19 May 2006, will hold office only until the Annual General Meeting pursuant to Article 160 of the Articles. All of them are eligible and were offered for re-election at the Annual General Meeting.

Brief biographical details of the retiring Directors are set out in Appendix I to this circular.

III. GENERAL MANDATES TO ISSUE AND REPURCHASE SECURITIES

At the Annual General Meeting, ordinary resolutions will be proposed to the Shareholders to approve and give the Directors a general and unconditional mandate to issue further Shares and to exercise the powers of the Company to repurchase Shares as follows:

- a. to allot, issue and otherwise deal with securities not exceeding in aggregate 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution;

LETTER FROM THE BOARD

- b. to repurchase securities which does not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of such resolution; and
- c. to add the aggregate amount of the securities repurchased by the Company to the general mandate to the Directors to allot new securities of up to 20% of the issued share capital of the Company as at the date of passing of such resolution.

The mandates to issue and repurchase Shares granted at the annual general meeting of the Company held on 19 May 2006 will lapse at the conclusion of the Annual General Meeting. In this regard, resolutions will be proposed at the Annual General Meeting to renew these mandates.

The explanatory statement in connection with the proposed general mandate to repurchase the securities (the “**Repurchase Mandate**”) is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate.

IV. REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT

The Board also proposes to seek the approval of the Shareholders to refresh the Share Option Scheme Mandate Limit at the date of the passing of the relevant resolutions.

Under the Share Option Scheme Mandate Limit, the Directors were only authorised to grant options to subscribe for up to 7,272,911 Adjusted Shares, representing 10% of the issued share capital of the Company as at the date of the extraordinary general meeting of the Company held on 26 January 2006 at which the Share Option Scheme Mandate Limit was refreshed. Since the approval of the refreshed Share Option Scheme Mandate Limit on 26 January 2006 and up to the Latest Practicable Date, the Company has granted and the grantees have accepted and exercised in full options to subscribe for a total of 7,270,000 Shares under the Share Option Scheme. Accordingly, no options remained outstanding as at the date of this circular.

As mentioned above, the said 10% limit granted under the Share Option Scheme has been substantially utilized. In order to provide the Company with greater flexibility in granting options to eligible persons under the Share Option Scheme, the Board decides to seek the approval of the Shareholders at the Annual General Meeting to refresh the Share Option Scheme Mandate Limit. For such purpose, options previously granted under the Share Option Scheme and any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with such scheme(s) or exercised options) will not be counted for the purpose of calculating the limit as refreshed.

LETTER FROM THE BOARD

As at the Latest Practicable Date, there were 119,499,116 Shares in issue and further 1,194,991,160 Rights Shares expected to be issued following the completion of Rights Issue on 18 May 2007 pursuant to announcement of the Company dated 12 March 2007, circular of the Company dated 27 March 2007 and prospectus of the Company dated 24 April 2007. Assuming no further Shares will be repurchased prior to the date of approving the refreshed limit by the Shareholders, the maximum number of Shares to be issued pursuant to the Share Option Scheme that can be granted by the Company under the refreshed limit would be 131,449,027, representing 10% of the Shares in issue as at the date of the Annual General Meeting.

The aggregate number of Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) of the Company has not exceed 30% of the Shares in issue as at the Latest Practicable Date. Save for the Share Option Scheme, the Company has no other share option schemes as at the Latest Practicable Date.

The refreshment of the Share Option Scheme Mandate Limit is conditional upon:

- a. the Shareholders' approval at the Annual General Meeting; and
- b. the Stock Exchange granting approval for the listing of and permission to deal in the Shares to be issued pursuant to the exercise of any options granted under the refreshed Share Option Scheme Mandate Limit.

Application will be made by the Company to the Listing Committee of the Stock Exchange for obtaining the approval mentioned in paragraph (b) above.

V. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting is set out on pages 16 to 20 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tengis Limited of 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish.

LETTER FROM THE BOARD

VI. POLL DEMAND

Pursuant to Article 100 of the Articles, at any general meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is dully demanded. A poll may be demanded by:

- a. the chairman of the meeting; or
- b. at least five Shareholders present in person or by proxy and entitled to vote; or
- c. any Shareholder or Shareholders present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all the Shareholders having the right to attend and vote at the meeting; or
- d. Shareholder or Shareholders present in person or by proxy and holding Shares conferring a right to attend and vote at the meeting on which there have been paid up sums in the aggregate equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

VII. RESPONSIBILITY OF THE DIRECTORS

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with respect to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement herein misleading.

VIII. RECOMMENDATION

The Board considers that all the proposed resolutions to be put forward at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Unity Investments Holdings Limited
合一投資控股有限公司
CHUNG Wilson
Chairman

The biographical details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out as follows:

EXECUTIVE DIRECTORS**Mr. CHUNG Wilson**

Mr. CHUNG Wilson (“Mr. CHUNG”), aged 54, obtained a Master Degree in Science and Master Degree in Business Administration from Cornell Graduate School of Business Administration, the United States of America. Mr. CHUNG has over 23 years experience in corporate finance and banking. Mr. CHUNG was appointed as an executive Director of the Company on 12 June 2006. Save for aforementioned, Mr. CHUNG was also appointed as a director of all subsidiary companies within the group.

As at the Latest Practicable Date, Mr. CHUNG did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. To the best of the Directors’ knowledge after having made due enquiries, Mr. CHUNG was interested in 2,600,000 Shares, representing 2.18% of the issued share capital of the Company, within the meaning of Part XV of the SFO. Mr. CHUNG did not hold any directorships in other listed public company in the last three years, except for was an executive director of Goldwiz Holdings Limited (stock code: 586), a company listed on the main board of the Stock Exchange, was an executive director of Radford Capital Investment Limited (stock code: 901), a company listed on the main board of the Stock Exchange, and was a managing director of Willie International Holdings Limited (stock code: 273), a company listed on the main board of the Stock Exchange since 2002 and became a non-executive from September 2005. There is no fixed term of service for Mr. CHUNG and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles. The emoluments and benefits in kind of Mr. CHUNG for the year ending 31 December 2007 is HK\$44,000 per month which was determined with reference to his duties and responsibilities within the Group.

Ms. CHOI Ka Wing

Ms. CHOI Ka Wing (“Ms. CHOI”), aged 24, completed her high school education in Hong Kong and had further her studies at Perth Institute of Business and Technology in Perth, Australia. Ms. CHOI had had extensive experience in the food and beverage and entertainment businesses. Ms. CHOI was appointed as an executive Director of the Company on 9 October 2006. Save for aforementioned, Ms. CHOI does not hold any position within other group companies except for she was appointed as a director of Pacific Kingdom International Limited, a wholly subsidiary of the Company.

As at the Latest Practicable Date, Ms. CHOI did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Ms. CHOI did not hold any directorships in other listed public company in the last three years. To the best of the Directors' knowledge after having made due enquiries, Ms. CHOI was interested in 1,654,700 Shares, representing 1.38% of the issued share capital of the Company, within the meaning of Part XV of the SFO. There is no fixed term of service for Ms. CHOI and she would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles. The emoluments and benefits in kind of Ms. CHOI for the year ending 31 December 2007 is HK\$28,000 per month which is determined with reference to her duties and responsibilities within the Group.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. CHEN Henri Wei Hwa

Mr. CHEN Henri Wei Hwa ("Mr. CHEN"), aged 31, obtained a Master of Economics, specializing in information systems, from the Plekhanov Russian Academy of Economics in Moscow and a Master in Business Administration from the National Chengchi University in Taipei. Mr. CHEN had worked for United World Chinese Commercial Bank and Prudential Bache Financial in Taipei, acquiring expertise in asset management advice for high net worth individuals. Mr. CHEN has proven experience as a corporate strategist and adviser in the information systems industry and the luxury business. Mr. CHEN has been a partner of Kappa Ventures since December 2005. Mr. CHEN was appointed as an independent non-executive Director of the Company on 28 June 2006. Save for aforementioned, Mr. CHEN does not hold any position within other group companies.

As at the Latest Practicable Date, Mr. CHEN did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. CHEN did not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. CHEN did not hold any directorships in other listed public company in the last three years. There is no fixed term of service for Mr. CHEN and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles. The director fee of Mr. CHEN for the year ending 31 December 2007 is HK\$10,000 per month which is determined with reference to his duties and responsibilities within the Group.

Mr. CHUNG Kong Fei, Stephen

Mr. CHUNG Kong Fei, Stephen ("Mr. CHUNG"), aged 50, obtained a Bachelor of Science Degree from the Wharton School of Business, University of Pennsylvania, the United States of America. Mr. CHUNG is one of the founders and executive directors of SDM Dental Inc., an investment holding company which operates dental clinics in the PRC. Mr. CHUNG has extensive

experience in investments in the People Republic of China. Mr. CHUNG was appointed as an independent non-executive Director of the Company on 16 March 2004. Save for aforementioned, Mr. CHUNG does not hold any position within other group companies.

As at the Latest Practicable Date, Mr. CHUNG did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. CHUNG did not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. CHUNG did not hold any directorships in other listed public company in the last three years, except for is currently an independent non-executive director of Computech Holdings Limited (stock code: 8081), a company listed on the GEM of the Stock Exchange. There is no fixed term of service for Mr. CHUNG and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles. Mr. CHUNG will not be entitled to any director fee for the year ending 31 December 2007.

Mr. TSANG Wing Ki

Mr. TSANG Wing Ki (“Mr. TSANG”), aged 45, graduated from The Hong Kong Polytechnic University with a Master Degree in Professional Accounting. Mr. TSANG is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Associated of Chartered Certified Accountants. He has more than 18 years experience in the accounting profession. Mr. TSANG was appointed as an independent non-executive Director of the Company on 23 September 2004. Save for aforementioned, Mr. TSANG does not hold any position within other group companies.

As at the Latest Practicable Date, Mr. TSANG did not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. TSANG did not have any interests in the Shares within the meaning of Part XV of the SFO. Mr. TSANG did not hold any directorships in other listed public company in the last three years. There is no fixed term of service for Mr. TSANG and he would be subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Articles. The director fee of Mr. TSANG for the year ending 31 December 2007 is HK\$5,000 per month which is determined with reference to his duties and responsibilities within the Group.

Save as disclosed above, the above Directors confirm that there are no information to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 119,499,116.

Further 1,194,991,160 Rights Shares expected to be issued following the completion of Rights Issue on 18 May 2007 pursuant to announcement of the Company dated 12 March 2007, circular of the Company dated 27 March 2007 and prospectus of the Company dated 24 April 2007. Assuming no further Shares will be repurchased prior to the date of passing of the resolution granting the propose mandate to repurchase the securities by the Shareholders at the Annual General Meeting, the Company will be allowed to repurchase a maximum of 131,449,027 Shares during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase its securities on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

The Directors have no present intention to repurchase any Shares of the Company and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and in circumstances where they consider that the Shares can be repurchased on the terms favourable to the Company. As compared with the financial position of the Company as at 31 December 2005 (being the date of its latest published audited accounts), the Directors consider that if the Repurchase Mandate were to be exercised in full during the proposed repurchase period, there will not be a material adverse impact on the working capital position and gearing level of the Company. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level as compared with the position disclosed in the latest published audited accounts of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

FUNDING OF REPURCHASES

Repurchases to be made pursuant to the Repurchase Mandate would be financed out of funds legally available for the purpose in accordance with the Articles and the applicable laws in Hong Kong and the Cayman Islands. Such funds include, but are not limited to, profits available for distribution.

EFFECT OF THE TAKEOVERS CODE AND REPURCHASE CODE

Upon the exercise of the power to repurchase the securities pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code and Rule 6 of the Repurchase Code. Accordingly, a Shareholder or group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register maintained by the Company pursuant to Section 336 of the SFO, the following substantial shareholders were interested in 5% or more of the issued share capital of the Company:

Name of shareholder	Number of Shares	Approximate % of shareholding
Get Nice Holdings Limited (<i>Note 1</i>)	948,971,160	72.19%
Get Nice Incorporated (<i>Note 1</i>)	948,971,160	72.19%
Honeylink Agents Limited (<i>Note 1</i>)	948,971,160	72.19%
Freeman Corporation Limited (<i>Note 2</i>)	384,152,381	29.22%
Radford Capital Investment Limited (<i>Note 3</i>)	114,323,000	8.70%
Heritage International Holdings Limited (<i>Note 4</i>)	92,950,000	7.07%
Dollar Group Limited (<i>Note 4</i>)	92,950,000	7.07%
Coupeville Limited (<i>Note 4</i>)	92,950,000	7.07%

Notes:

1. The 948,971,160 Shares are the Rights Shares which the underwriter has underwritten in respect of the Rights Issue. The Underwriter is wholly-owned by Get Nice Incorporated, which is in turn wholly-owned by Get Nice Holdings Limited. Get Nice Holdings Limited is owned as to approximately 30.85% by Honeylink Agents Limited.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

2. This includes (i) 2,950,200 Shares held by Smart Jump Corporation, which is indirectly wholly-owned by Freeman Corporation Limited and (ii) 381,202,181 Shares which Chung Nam Securities Limited (“Chung Nam”) has sub-underwritten in respect of the Rights Issue. Chung Nam is indirectly wholly owned by Hennabun Management International Limited (“HMIL”). Freeman Corporation Limited holds 48.96% of the issued share capital of HMIL and is therefore deemed to be interested in such shares.
3. Radford Capital Investment Limited is interested in the share capital of the Company indirectly through its wholly-owned subsidiary, Winning Horse Limited. This figure includes 10,393,000 Shares held by Winning Horse Limited as at the Latest Practicable Date and 103,930,000 Rights Shares, it has undertaken to accept under the Rights Issue.
4. Heritage International Holdings Limited is interested in the share capital of the Company indirectly through its wholly-owned subsidiary, Coupeville Limited, and its indirect wholly-owned subsidiary, Dollar Group Limited, a direct wholly-owned subsidiary of Coupeville Limited. This figure includes 8,450,000 Shares held by Dollar Group Limited as at the Latest Practicable Date and 84,500,000 Rights Shares, it has undertaken to accept under the Rights Issue.

As the Latest Practicable Date, the register maintained by the Company pursuant to Section 336 of the SFO, including 948,971,160 Shares are the Rights Shares which a underwriter had underwritten in respect of the Rights Issue as per note (1) above. The Company had also been notified that 381,202,181 Shares are the Rights Shares which a sub-underwriter had sub-underwritten in respect of the Rights Issue as per note (2) above. Therefore, based on information that is publicly available to the Company and within the knowledge of directors of the Company, as at the Latest Practicable Date, there is at least 25 per cent of Company’s total issue capital being held by the public and is in compliance with Rule 8.08 of the Listing Rules.

In the event that the Repurchase Mandate is exercised in full by the Directors, the Directors consider that such increase will not give rise to any substantial shareholder of the Company (as defined in the SFO) an obligation to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code.

APPENDIX II EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

PRICE OF THE SHARES

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the past twelve months:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2006		
April	0.3410 ^A	0.2450 ^A
May	0.4320 ^A	0.2980 ^A
June	0.4500 ^A	0.3110 ^A
July	0.4730 ^A	0.1800 ^A
August	0.1880 ^A	0.1450 ^A
September	0.2100 ^A	0.1350 ^A
October	0.1540 ^A	0.1350 ^A
November	0.1680 ^A	0.1320 ^A
December	0.1460 ^A	0.1350 ^A
2007		
January	0.1430 ^A	0.1340 ^A
February	0.1490 ^A	0.1340 ^A
March	0.2000 ^A	0.1230 ^A
April up to the Latest Practicable Date	0.430	0.165 ^A

A: adjusted for rights issue on basis of ten rights shares for every existing share that the first day of dealing in Shares on ex-rights basis was on 12 April 2007.

REPURCHASE OF SHARES

No Shares of the Company have been repurchased by the Company or any of its subsidiaries during the 6 months immediately preceding the Latest Practicable Date.

GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their associates have any present intention to sell any Shares to the Company or its subsidiaries if the Repurchase Mandate is exercised by the Company.

As at the Latest Practicable Date, no connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or have undertaken not to do so in the event that the Company is authorised to make repurchase of the Shares.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate to repurchase Shares in accordance with the Listing Rules and applicable laws of Hong Kong and the Cayman Islands.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that 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 Monday, 28 May 2007 at 9:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors and auditors for the year ended 31 December 2006.
2. To re-elect retiring directors and to authorise the directors to fix the remuneration of the directors.
3. To re-appoint auditors and to authorise the directors to fix their remuneration.

To consider as special business and, if thought fit, pass with or without amendments; the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. (A) “**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 allot, issue or otherwise deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, options, warrants or similar rights to subscribe for any Shares, and to make or grant offers, agreements and options 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 such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (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:
- i. a Rights Issue (as hereinafter defined); or
 - ii. the exercise of the rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares; or
 - iii. the exercise of any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or
 - iv. any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company from time to time,

shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of 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 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 articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
 - iii. the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in general meeting;

NOTICE OF ANNUAL GENERAL MEETING

‘Rights Issue’ means the allotment, issue or grant of Shares pursuant to an offer of Shares open for a period fixed by the Directors to holders of Shares whose names stand 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 exclusion 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, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

(B) **“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 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 recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Repurchases, subject to and in accordance all applicable laws and regulations and the articles of association of the Company, be and is hereby generally and unconditionally 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 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 at the date of the passing of this Resolution, and the approval granted under paragraph (a) of this Resolution shall be limited accordingly;

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this Resolution:

‘Relevant Period’ means the period from the time of the 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 articles of association of the Company or any applicable laws to be held; or
- iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.”

(C) “**THAT** conditional upon the passing of Resolutions 4(A) and 4(B), the General Mandate granted to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with additional securities of the Company pursuant to Resolution 4(A) as set out in the notice convening the Meeting of which this resolution forms part be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 4(B) as set out in the notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of such securities of the Company in issue at the date of the passing of this Resolution.”

5. “**THAT** subject to and conditional upon The Stock Exchange of Hong Kong Limited granting approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the existing share option scheme of the Company adopted on 2 May 2003 up to a new 10% limit (the “**Refreshed Scheme Mandate Limit**”) be approved provided that:

- (a) the total number of Shares which may be issued upon exercise of options to be granted under such scheme after the date of the passing of this resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this Resolution, must not exceed 10% of the number of Shares in issue as at the date of passing this Resolution; and

NOTICE OF ANNUAL GENERAL MEETING

- (b) options granted prior to the date of passing this Resolution under the such scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with such scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Scheme Mandate Limit and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Scheme Mandate Limit.”

By order of the Board
Unity Investments Holdings Limited
合一投資控股有限公司
CHUNG Wilson
Chairman and Executive Director

Hong Kong, 30 April 2007

Notes:

- (1) Any member of the Company entitled to attend and vote at the Annual General Meeting shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her and so appointed shall have the same right as the member to speak at the meeting. A member who is the holder of two or more shares of the Company may appoint one or more proxies to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the annual general meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer, attorney or other person duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Tengis Limited of 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) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (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/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, the vote of that one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to exclusion of the votes of the other joint holders.