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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**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 shares in Unity Investments Holdings Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or 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 takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

### **PROPOSED CAPITAL REORGANISATION AND PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

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A notice convening an EGM of Unity Investments Holdings Limited to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 25 July 2008 at 9:00 a.m. is set out on pages 13 to 17 of this circular. Whether or not you are able to attend the Extraordinary General Meeting, you should complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Tricor Tengis Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Extraordinary General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Extraordinary General Meeting or any adjournment thereof, should you so wish.

2 July 2008

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## DEFINITIONS

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

“Adjusted Share(s)”	shares of HK\$0.10 each in the capital of the Company upon the Capital Reorganisation becoming effective
“Adjustment Proposal”	the proposal to be put forward to Shareholders for the reduction in nominal value of the Existing Shares by way of a reduction in capital and the application of the credit arising from the capital reduction as described in the section headed “Proposed Capital Reorganisation” in this circular
“Announcements”	announcement of the Company dated 19 June 2008 in respect of the proposed Capital Reorganisation and announcement of the Company dated 24 June 2008 in respect of the proposed amendments to the Articles
“Articles”	articles of association of the Company
“Capital Reorganisation”	the Adjustment Proposal and the Share Consolidation as described in the section headed “Proposed Capital Reorganisation” in this circular
“Companies Law”	The Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Unity Investments Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Stock Exchange of Hong Kong Limited
“Court”	the Grand Court of the Cayman Islands
“Directors”	directors of the Company
“EGM”	an extraordinary general meeting of the Company to be held on Friday, 25 July 2008 at 9:00 a.m. at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong to consider the proposed Capital Reorganisation and proposed amendments to the Articles

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## DEFINITIONS

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“Existing Share(s)”	existing ordinary share(s) of HK\$0.10 each in the capital of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	26 June 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“May Capital Reorganisation”	the capital reorganisation of the Company as referred to in the Company’s announcement dated 12 December 2007, 14 March 2008, 1 April 2008 and 13 May 2008 and circular dated 7 January 2008 respectively
“Reduced Share(s)”	ordinary share(s) of HK\$0.02 each in the capital of the Company in issue upon completion of the Adjustment Proposal
“Share Consolidation”	the proposed consolidation of every five Reduced Shares of HK\$0.02 each into one Adjusted Share of HK\$0.10 each
“Shareholder(s)”	holder(s) of the Existing Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%” or “per cent.”	percentage or per centum

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. KITCHELL Osman Bin

Ms. DAVIS Angela Hendricks

Ms. CHOI Ka Wing

*Independent Non-executive Directors:*

Mr. CHUNG Kong Fei, Stephen

Mr. TSANG Wing Ki

Ms. SWARTZ Kristi Lynn

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Room 2206, 22nd Floor

China United Centre

28 Marble Road, North Point

Hong Kong

2 July 2008

*To the Shareholders*

Dear Sir/Madam,

### **PROPOSED CAPITAL REORGANISATION**

### **AND**

### **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

#### **INTRODUCTION**

It was stated in the Announcements dated 19 June 2008 and 24 June 2008 respectively that the Company proposes to put forward to its Shareholders the Capital Reorganisation proposal and proposed amendments to the Articles.

The purpose of this circular is to give you further information on the Capital Reorganisation and proposed amendments to the Articles and to give notice to Shareholders of the EGM at which resolutions will be proposed to consider and, if thought fit, approve the proposed Capital Reorganisation and proposed amendments to the Articles.

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## LETTER FROM THE BOARD

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### PROPOSED CAPITAL REORGANISATION

It is proposed that:–

- (i) the nominal value of all the issued Existing Share be reduced from HK\$0.10 each to HK\$0.02 each by cancelling HK\$0.08 paid up on each issued Existing Share by way of a reduction of capital;
- (ii) every five issued Reduced Shares of HK\$0.02 each be consolidated into one Adjusted Share of HK\$0.10; and
- (iii) the credit arising from such reduction will be applied towards cancelling the accumulated deficit of the Company with the balance to be transferred to the distributable capital reduction reserve account of the Company.

The Capital Reorganisation (which will be effected in accordance with the Articles of Association of the Company and the Companies Law) is conditional upon:–

- (i) the passing of a special resolution to approve the Capital Reorganisation by Shareholders at the EGM;
- (ii) sanction of the Adjustment Proposal by the Court;
- (iii) compliance with any conditions imposed by the Court; and
- (iv) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Adjusted Shares in issue upon the Capital Reorganisation becoming effective.

No shareholder is required to abstain from voting on the Capital Reorganisation at the EGM.

The Company has no outstanding options, warrants or other securities convertible into or giving rights to subscribe for the Existing Shares.

Application will be made by the Company to the Listing Committee of the Stock Exchange for listing of, and permission to deal in, the Adjusted Shares and any Adjusted Shares which may be issued pursuant to the exercise of options that may be granted under the share option scheme of the Company adopted on 2 May 2003.

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## LETTER FROM THE BOARD

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As at 19 June 2008 (being the date of the Announcement in respect of the Capital Reorganisation), the share capital of the Company consisted of 1,878,957,372 Existing Shares in issue and the aggregate nominal value of the issued share capital of the Company is approximately HK\$187.9 million. On 20 June 2008, the Company repurchased 2 Existing Shares through the Stock Exchange. The title documents of all the repurchased shares were cancelled and destroyed on 24 June 2008. On the basis of 1,878,957,370 Existing Shares in issue at the Latest Practicable Date (assuming no shares are issued from the date hereof until the effective date of the Capital Reorganisation), a total credit of approximately HK\$150.3 million will arise in the books of the Company as a result of the Adjustment Proposal which will be applied as mentioned in the following paragraph.

After the Capital Reorganisation, the authorised share capital of the Company will remain as HK\$2,000,000,000 divided into 20,000,000,000 Adjusted Shares of HK\$0.10 each, of which 375,791,474 Adjusted Shares will be in issue and the aggregate nominal value of the issued share capital of the Company will become approximately HK\$37,579,147 (assuming no shares are issued from the date hereof until the effective date of the Capital Reorganisation). The accumulated deficit of the Company of approximately HK\$153.8 million as set out in its audited financial statements for the year ended 31 December 2007 has been fully eliminated as a result of the completion of the May Capital Reorganisation. Assuming the Capital Reorganisation is implemented, the total credit arising from the Adjustment Proposal will be used to set off any accumulated deficit of the Company at the relevant time with the balance to be transferred to the distributable capital reduction reserve account of the Company.

Fractional Adjusted Shares will not be issued to the Shareholders but will be aggregated and, if possible, sold for the benefit of the Company.

In order to alleviate the difficulties arising from the existence of odd lots of Adjusted Shares, the Company has appointed Chung Nam Securities Limited, as an agent to provide matching services for the sale and purchase of odd lots of Adjusted Shares arising from the Capital Reorganisation. Shareholders who wish to take advantage of this facility should contact Mr. Cecil Chan of Chung Nam Securities Limited at 26th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at telephone number (852) 3198 0838 during office hours. Shareholders should note that successful matching of the sale and purchase of odd lots of the Adjusted Shares is not guaranteed.

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## LETTER FROM THE BOARD

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### **Effect of the Capital Reorganisation**

Implementation of the Capital Reorganisation would not, of itself, alter the underlying assets, liabilities, businesses, management or financial position of the Company and the Group or the rights of the Shareholders, except for payment of the related expenses (which includes printing, legal and administration fee, etc. and is estimated to amount to approximately HK\$600,000) and any fractional Adjusted Shares to which Shareholders may be entitled.

The Adjusted Shares will rank *pari passu* in all respects with each other and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

### **Free exchange of Adjusted Share certificates and trading arrangements**

Subject to the Capital Reorganisation becoming effective, Shareholders may, during a period to be specified in a further announcement to be made by the Company, submit certificates for Existing Shares to the Company's registrar for exchange, at the expense of the Company, for certificates for Adjusted Shares. Thereafter, certificates for Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be allowed by the Stock Exchange) for each new certificate issued for Adjusted Shares. Nevertheless, certificates for Existing Shares will continue to be good evidence of legal title and may be exchanged for certificates for Adjusted Shares at any time at the expense of the Shareholders in question. A further announcement will be made as and when appropriate in relation to the effective date of the arrangements for exchange of share certificates and the arrangements relating to trading and dealings in the Adjusted Shares.

### **Reasons**

Based on the closing price of HK\$0.055 as quoted on the Stock Exchange on the Latest Practicable Date, the value per board lot of 10,000 Shares and 10,000 Adjusted Shares are HK\$550 and HK\$2,750 respectively. After the Capital Reorganisation, the transaction costs per dollar value of each Adjusted Share will be significantly lower and this will allow flexibility for the issue of new shares in future if the Directors consider that is appropriate.



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## LETTER FROM THE BOARD

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Despite the May Capital Reorganisation, the Shares of the Company has been trading at a price below its nominal value of HK\$0.10 each since 10 June 2008. Under the Companies Law, it is not permissible for a Cayman company to issue shares at a discount to the nominal value of its Shares, unless in compliance with section 35 of the Companies Law, which includes, inter alia, requirements to obtain authorisation of members of the Company and sanction by the Court. The Company is an investment company under Chapter 21 of the Listing Rules and its business is primarily the making of investments. It is important for the Company to have readily available cash to make investments as and when opportunities arise in the future. The Company is continually seeking (i) investment opportunities, as part of its ordinary and usual course of business, and (ii) fund raising exercises as and when opportunities arise. Given the current trading prices, the Company is unable to conduct any fund raising activity. With a view to facilitating any capital raising exercise when opportunities arise in the future, the Directors propose the Capital Reorganisation which allows flexibility for the issue of new shares in future if the Directors consider that is appropriate.

In view of the above reasons, notwithstanding the Company has conducted a series of capital reorganisation and fund raising activities in the past twelve months (including the placing exercises as set out in the Company's announcements dated 4 June 2007 and 12 July 2007, the subscriptions as set out in the Company's announcements dated 19 July 2007 and 30 October 2007, and the May Capital Reorganisation and the rights issue as set out in the Company's announcement dated 12 December 2007), the Directors are of the view that the Capital Reorganisation is in the interest of the Company and Shareholders as a whole.

### **Timing**

The Adjustment Proposal is subject to the Court's approval. The Capital Reorganisation will become effective after the Court's approval and compliance with the conditions (if any) imposed by the Court, which is expected to take approximately 4 to 6 months from the date hereof. An expected timetable on the Capital Reorganisation will be announced as soon as practicable.

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## LETTER FROM THE BOARD

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### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Directors consider it desirable to make the following amendments to the Articles to bring it in line with the provisions in the Listing Rules that the Company may send or otherwise make available the corporate communication to the Shareholders using electronic means:

**1. Article 2(x)**

by deleting article 2(x) in its entirety and replace with the following new 2(x):-

“published in the newspapers” means published as a paid advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of the Exchange and to the extent that it does not contravene the Companies Law;

**2. Article 23**

by inserting, in article 23, after the words “advertisement published in the newspapers”, the words “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”;

**3. Article 38**

by inserting, in article 38, after the words “published in the newspapers”, the words “or given 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”;

**4. Article 53**

by inserting, in article 53, after the words “advertisement being published in the newspapers”, the words “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”;

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## LETTER FROM THE BOARD

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### 5. *Article 72*

by inserting, in article 72,

- (a) after the words “that such declaration has been made to be published in the newspapers”, the words “or given 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”;
- (b) after the words “that the period of suspension has ended to be published in the newspapers”, the words “or given 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”;

### 6. *Article 74*

by inserting, in article 74, after the words “published in the newspapers”, the words “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”;

### 7. *Article 214(d)*

by deleting article 214(d) in its entirety and replace with the following new 214(d):–

“upon expiry of the 12 year period, the Company has given notice of its intention to sell such shares by way of an 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, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention”;

### 8. *Article 227*

by inserting, in article 227,

- (a) after the words “including a share certificate”, the words “and any corporate communication within the meaning ascribed thereto under the Listing Rules”;
- (b) after the words “in the case of notice”, the words “or any corporate communication within the meaning ascribed thereto under the Listing Rules”;

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## LETTER FROM THE BOARD

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- (c) after the words “published in the newspapers”, the words “or subject to and in accordance with the requirements of the Exchange, to the extent permitted by the applicable laws, by placing it on the Company’s website or computer network or the website of the Exchange or any means and in such manner as may be accepted by the Exchange and, if required by the Listing Rules, notifying the Shareholder concerned, by any of the means mentioned in this Article, that the notice or other document is available there”;

### 9. *Article 231*

by inserting, immediately after the last sentence of article 231, the sentences “Any notice or document sent by electronic communication shall be deemed to have been served on the date on which it is transmitted from the server of the Company or its agent. Any notice or document placed on the Company’s website or computer network or the website of the Exchange shall be deemed to have been served on the date on which the notice or document is published on the Company’s website or computer network or the website of the Exchange to which the entitled person may have access.”

Full details of the proposed amendments to the Articles are set out in the notice of EGM on pages 14 to 16 to this circular.

The Company has been advised that proposed amendments to the Articles are in compliance with the applicable requirements of the laws of Cayman Islands.

The Articles are available in English only and the Chinese translation of the amendments to the Articles provided in the notice of the EGM in the Chinese version is for reference only and has no legal effect. In case of any inconsistency, the English version shall prevail.

### **GENERAL**

The Company is engaged in the business of investments in listed and unlisted companies.

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## LETTER FROM THE BOARD

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### PROCEDURES FOR DEMANDING A POLL

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 voting by way of a poll is required by the rules of the Exchange or (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 duly demanded. A poll may be demanded by:-

- (a) the Chairman of the meeting; or
- (b) at least five members present in person or by proxy and entitled to vote; or
- (c) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or
- (d) any member or members 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; or
- (e) if required by rules of the Exchange, by any Director or Directors who, individually or collectively, hold proxies in respect of shares representing five per cent. (5%) or more of the total voting rights at such meeting.

### RECOMMENDATION

The Directors believe that the proposal for the Capital Reorganisation and the proposed amendments to the Articles are in the interests of the Company and Shareholders and so recommend Shareholders to vote in favour of the resolutions to be proposed at the EGM to approve such matters.

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## LETTER FROM THE BOARD

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### EXTRAORDINARY GENERAL MEETING

A notice convening the EGM is set out on pages 13 to 17 of this circular.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon as soon as possible but in any event no later than forty-eight hours before the time appointed for the holding of the EGM. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof in person if you so wish.

Yours faithfully,

By order of the Board

**Unity Investments Holdings Limited**

合一投資控股有限公司

**KITCHELL Osman Bin**

*Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 IS HEREBY GIVEN** that an Extraordinary General Meeting of Unity Investments Holdings Limited (the “Company”) will be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Friday, 25 July 2008 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the following special resolutions:–

#### **SPECIAL RESOLUTIONS**

1. **“THAT**, conditional upon (i) approval by the Grand Court of Cayman Islands (the “Court”) of the Capital Reduction (as defined below), registration by the Registrar of Companies of the Cayman Islands 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 and compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction; and (ii) the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.10 each in the issued share capital of the Company, upon the date (the “Effective Date”) on which the Capital Reduction (as defined below) becomes effective:–
  - (A) the issued share capital of the Company be reduced by cancelling paid up capital to the extent of HK\$0.08 on each of the Shares in issue as of the Effective Date (the “Capital Reduction”) so that each issued share of HK\$0.10 in the capital of the Company shall be treated as one fully paid up share of HK\$0.02 in the capital of the Company (“Reduced Share”) 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 hereby cancelled be made available for issue of the Adjusted Shares (as defined below) so that the authorised capital of the Company of HK\$2,000,000,000 remains unchanged on the Effective Date;
  - (B) every five issued Reduced Shares of HK\$0.02 each be consolidated into one consolidated Share of HK\$0.10 (“Adjusted Share”) and any fraction of Adjusted Shares arising from the share consolidation shall not be allocated to the holders of the Reduced Shares otherwise entitled thereto but such fractions shall be aggregated and be sold for the benefit of the Company (“Share Consolidation”);

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (C) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company (if any) with the entire amount or the balance to be transferred to the distributable capital reduction reserve account of the Company;
  - (D) all of the Adjusted Shares resulting from the Capital Reduction and Share Consolidation 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
  - (E) 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 Capital Reduction, Share Consolidation and application of credit arising from the Capital Reduction (together with "Capital Reorganisation")."
2. **"THAT** the articles of association of the Company be amended in the following manner:
- (A) **Article 2(x)**  
  
by deleting article 2(x) in its entirety and replace with the following new 2(x):–  
  
"published in the newspapers" means published as a paid advertisement in an appointed newspaper or any other newspapers in accordance with the requirements of the Exchange and to the extent that it does not contravene the Companies Law;
  - (B) **Article 23**  
  
by inserting, in article 23, after the words "advertisement published in the newspapers", the words "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";
  - (C) **Article 38**  
  
by inserting, in article 38, after the words "published in the newspapers", the words "or given 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";



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**(D) Article 53**

by inserting, in article 53, after the words “advertisement being published in the newspapers”, the words “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”;

**(E) Article 72**

by inserting, in article 72,

- (a) after the words “that such declaration has been made to be published in the newspapers”, the words “or given 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”;
- (b) after the words “that the period of suspension has ended to be published in the newspapers”, the words “or given 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”;

**(F) Article 74**

by inserting, in article 74, after the words “published in the newspapers”, the words “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”;

**(G) Article 214(d)**

by deleting article 214(d) in its entirety and replace with the following new 214(d):–

“upon expiry of the 12 year period, the Company has given notice of its intention to sell such shares by way of an 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, and a period of three months has elapsed since such advertisement and the Exchange has been notified of such intention”;

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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**(H) Article 227**

by inserting, in article 227,

- (a) after the words “including a share certificate”, the words “and any corporate communication within the meaning ascribed thereto under the Listing Rules”;
- (b) after the words “in the case of notice”, the words “or any corporate communication within the meaning ascribed thereto under the Listing Rules”;
- (c) after the words “published in the newspapers”, the words “or subject to and in accordance with the requirements of the Exchange, to the extent permitted by the applicable laws, by placing it on the Company’s website or computer network or the website of the Exchange or any means and in such manner as may be accepted by the Exchange and, if required by the Listing Rules, notifying the Shareholder concerned, by any of the means mentioned in this Article, that the notice or other document is available there”;

**(I) Article 231**

by inserting, immediately after the last sentence of article 231, the sentences “Any notice or document sent by electronic communication shall be deemed to have been served on the date on which it is transmitted from the server of the Company or its agent. Any notice or document placed on the Company’s website or computer network or the website of the Exchange shall be deemed to have been served on the date on which the notice or document is published on the Company’s website or computer network or the website of the Exchange to which the entitled person may have access.”

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, 2 July 2008

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Any member of the Company entitled to attend and vote at a meeting of the Company 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.
2. The instrument appointing a proxy shall 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.
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 such power or authority, shall be delivered to the Company's share registrar, 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 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.
4. 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.
5. A form of proxy for use at the EGM is enclosed herewith.