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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**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 the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

**This circular is not an offer of, nor is it intended to invite offers for, securities of the Company.**

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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)**

### PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

AND

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**Financial Adviser**



**結好融資有限公司**  
**GET NICE CAPITAL LIMITED**

**Placing Agent**



**結好證券有限公司**  
**GET NICE SECURITIES LIMITED**

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A notice convening an extraordinary general meeting (the “EGM”) of the Company to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 4:00 p.m. on Tuesday, 13 October 2009 is set out on pages 12 to 14 of this circular.

Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

24 September 2009

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**CONTENTS**

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	<i>Page</i>
<b>Definitions .....</b>	<b>1</b>
<b>Letter from the Board .....</b>	<b>4</b>
<b>Notice of Extraordinary General Meeting .....</b>	<b>12</b>

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## DEFINITIONS

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

“Announcement”	the announcement of the Company dated 7 September 2009 relating to the Placings
“Best Effort Placing”	the placing of the Best Effort Placing Shares by the Placing Agent on a best effort basis pursuant to the terms of the Best Effort Placing Agreement
“Best Effort Placing Agreement”	a conditional placing agreement entered into between the Company and the Placing Agent dated 7 September 2009 in relation to the Best Effort Placing
“Best Effort Placing Shares”	up to 200,000,000 new Shares to be placed under the Best Effort Placing
“Board”	the board of Directors
“Business Day”	any day (other than a Saturday or Sunday) on which banks in Hong Kong are generally open for business
“Company”	Unity Investments Holdings Limited (合一投資控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto in the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held on Tuesday, 13 October 2009 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 4:00 p.m. for the purpose of considering and, if thought fit, approving the Fully Underwritten Placing Agreement and the Best Effort Placing Agreement together with the transactions contemplated thereunder (including the grant of the Specific Mandate)
“Fully Underwritten Placing”	the placing of the Fully Underwritten Placing Shares by the Placing Agent on a fully underwritten basis pursuant to the terms of the Fully Underwritten Placing Agreement
“Fully Underwritten Placing Agreement”	a conditional placing agreement entered into between the Company and the Placing Agent dated 7 September 2009 in relation to the Fully Underwritten Placing

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## DEFINITIONS

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“Fully Underwritten Placing Shares”	a total of 100,000,000 new Shares to be placed under the Fully Underwritten Placing
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 September 2009, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Longstop Date”	31 December 2009 (or such later date as the Company and the Placing Agent may agree)
“Placees”	any professional investors (as defined in the Securities and Futures (Professional Investor) Rules) procured by the Placing Agent to subscribe for any of the Fully Underwritten Placing Shares and/or (as the case may be) the Best Effort Placing Shares pursuant to the Fully Underwritten Placing Agreement and the Best Effort Placing Agreement respectively
“Placings”	the Fully Underwritten Placing and the Best Effort Placing
“Placing Agent”	Get Nice Securities Limited, a licensed corporation permitted to carry out type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities under the SFO
“Placing Period”	the period commencing the date of the EGM and ending on the day falling 80 days thereafter
“Placing Price”	HK\$0.38 per Fully Underwritten Placing Share or HK\$0.38 per Best Effort Placing Share, as the case may be
“Placing Shares”	an aggregate of up to 300,000,000 new Shares to be placed pursuant to the Fully Underwritten Placing Agreement and the Best Effort Placing Agreement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	a specific mandate to be sought from the Shareholders at the EGM to allot and issue the Fully Underwritten Placing Shares and the Best Effort Placing Shares pursuant to the Placings
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tranche(s)”	each tranche of Best Effort Placing Shares to be placed under the Best Effort Placing Agreement
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

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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

(Chairman and Chief Executive Officer)

Ms. DAVIS Angela Hendricks

Ms. CHOI Ka Wing

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Independent non-executive Directors:*

Mr. CHUNG Kong Fei, Stephen

Mr. TSANG Wing Ki

Ms. SWARTZ Kristi Lynn

Mr. NGAI Wai Kin

*Principal place of business*

*in Hong Kong:*

Room 2206, 22nd Floor

China United Centre

28 Marble Road

North Point

Hong Kong

24 September 2009

*To the Shareholders*

Dear Sir or Madam,

### PLACING OF NEW SHARES UNDER SPECIFIC MANDATE

#### INTRODUCTION

Reference is made to the Announcement in which the Company announced that on 7 September 2009, the Company and the Placing Agent entered into:

- (1) the Fully Underwritten Placing Agreement pursuant to which the Placing Agent has conditionally agreed to place, on a fully underwritten basis, a total of 100,000,000 new Shares to independent Placees at a price of HK\$0.38 per Fully Underwritten Placing Share; and
- (2) the Best Effort Placing Agreement pursuant to which the Placing Agent has conditionally agreed to place, on a best effort basis, to independent Placees at a price of HK\$0.38 per Best Effort Placing Share of up to an aggregate of 200,000,000 new Shares.

The Fully Underwritten Placing Agreement and the Best Effort Placing Agreement are not inter-conditional upon each other.

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## LETTER FROM THE BOARD

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The Fully Underwritten Placing Shares and the Best Effort Placing Shares will be allotted and issued pursuant to the Specific Mandate, the Fully Underwritten Placing and the Best Effort Placing are therefore subject to the approval of the Shareholders at the EGM.

The purpose of this circular is to give you, among others, (i) further details about the Placings; and (ii) a notice of the EGM at which ordinary resolutions will be proposed to consider and, if thought fit, approve the Fully Underwritten Placing Agreement and the Best Effort Placing Agreement together with the transactions contemplated thereunder (including the grant of the Specific Mandate).

### **THE FULLY UNDERWRITTEN PLACING AGREEMENT AND THE BEST EFFORT PLACING AGREEMENT**

#### **Date**

7 September 2009

#### **Issuer**

The Company

#### **Placing Agent and the Placees**

Get Nice Securities Limited is the placing agent, who has conditionally agreed to place (i) in aggregate 100,000,000 new Shares on a fully underwritten basis pursuant to the Fully Underwritten Placing Agreement; and (ii) up to an aggregate of 200,000,000 new Shares on a best effort basis pursuant to the Best Effort Placing Agreement.

The Placing Agent and its ultimate beneficial owner(s) are not connected persons of the Company and are independent from and not connected with the Company and/or its connected persons.

The Placing Agent will place the Fully Underwritten Placing Shares and the Best Effort Placing Shares to not less than six Placees in each case. The Placees should be professional investors (as defined in the Securities and Futures (Professional Investor) Rules), and who and (where a corporation) whose ultimate beneficial owner(s) will not be connected persons of the Company and will be independent of and not connected with the Company and/or its connected persons and not acting in concert with others with respect to the Company. The Company and the Placing Agent expect that none of the Placees will become a controlling or substantial Shareholder (as defined in the Listing Rules) immediately after completion of the Fully Underwritten Placing and/or the Best Effort Placing.

In circumstances where the Fully Underwritten Placing were to become unconditional and the Placing Agent was obliged to take up the Fully Underwritten Placing Shares in their entirety, the underwriting commitment would extend to a stake of approximately 41.00% in the share capital of the Company as enlarged by the issue of the Fully Underwritten Placing Shares. The Placing Agent has sub-underwritten its underwriting obligations under the Fully Underwritten Placing Agreement to sub-underwriters such that each of the Placing Agent and the sub-underwriters (together with their

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## LETTER FROM THE BOARD

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respective parties acting in concert as defined in The Hong Kong Code on Takeovers and Mergers) will not own 20% or more of the issued share capital of the Company immediately after completion of the Fully Underwritten Placing. Each of the Placing Agent and the sub-underwriters (and their respective ultimate beneficial owners) is not a party acting in concert with each other with respect to the Company. In addition, the Placing Agent confirms that the sub-underwriters and their respective ultimate beneficial owners are not connected persons of the Company and are independent of and not connected with the Company and/or its connected persons.

### **Placing commission**

The Placing Agent will receive a placing commission of 2.5% on the gross proceeds of the Fully Underwritten Placing and the Best Effort Placing upon their respective completion. The placing commission was determined after arm's length negotiations between the Company and the Placing Agent with reference to the market rate.

### **Number of Fully Underwritten Placing Shares and Best Effort Placing Shares**

The Company and the Placing Agent hereby agree that the Placing Agent may during the Placing Period require that the Best Effort Placing Shares be issued by the Company to placees procured by the Placing Agent in tranches (each a "Tranche") in such amounts as notified by the Placing Agent in writing to the Company provided that the Best Effort Placing Shares comprised in each Tranche shall not be less than a whole multiple of 1,000,000 Placing Shares save for the last Tranche.

The 100,000,000 Fully Underwritten Placing Shares represent approximately (i) 69.50% of the Company's existing issued share capital; (ii) 41.00% of the Company's issued share capital as enlarged by the Fully Underwritten Placing Shares only; and (iii) 22.53% of the Company's issued share capital as enlarged by the Fully Underwritten Placing Shares and the Best Effort Placing Shares.

The maximum of 200,000,000 Best Effort Placing Shares represent approximately (i) 139.01% of the Company's existing issued share capital; (ii) 58.16% of the Company's issued share capital as enlarged by the Best Effort Placing Shares only; and (iii) 45.06% of the Company's issued share capital as enlarged by the Fully Underwritten Placing Shares and the Best Effort Placing Shares.

The maximum aggregate nominal value of the Placing Shares is HK\$30,000,000.

### **Placing Price**

The Placing Price of HK\$0.38 (for both the Fully Underwritten Placing Shares and the Best Effort Placing Shares) was agreed after arm's length negotiations between the Company and the Placing Agent with reference to the current market price of the Shares. Such price represents (i) a discount of approximately 11.63% to the closing price of the Shares of HK\$0.43 quoted on the Stock Exchange on 7 September 2009, being the date of the Fully Underwritten Placing Agreement and Best Effort Placing Agreement; (ii) a discount of approximately 18.80% to the average closing price of the Shares of approximately HK\$0.468 quoted on the Stock Exchange for the last five consecutive trading days up to and including 4 September 2009; (iii) a discount of approximately 27.20% to the average closing price of the Shares of approximately HK\$0.522 quoted on the Stock Exchange for the last ten consecutive trading days up to and including 4 September 2009; and (iv) a discount of approximately 7.32% to the closing price of the Shares of HK\$0.410 quoted on the Stock Exchange on the Latest Practicable Date.



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## LETTER FROM THE BOARD

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The net placing price under the Fully Underwritten Placing is approximately HK\$0.367 per Fully Underwritten Placing Share.

Assuming that the Best Effort Placing could be completed to its maximum extent, the net placing price under the Best Effort Placing is approximately HK\$0.369 per Best Effort Placing Share.

### **Placing Period**

A period commencing on the date of the EGM and ending on a day falling 80 days after the date of the EGM .

### **Ranking of the Fully Underwritten Placing Shares and the Best Effort Placing Shares**

The Fully Underwritten Placing Shares will rank, upon issue, pari passu in all respects among themselves and with all other Shares in issue on the date of allotment and issue of the Fully Underwritten Placing Shares.

The Best Effort Placing Shares will rank, upon issue, pari passu in all respects among themselves and with all other Shares in issue on the respective date of allotment and issue of each Tranche of the Best Effort Placing Shares.

### **Disposal and lock-up restriction**

The Fully Underwritten Placing Shares and the Best Effort Placing Shares are not subject to any lock-up or other disposal restrictions.

### **Mandate for the issue of the Fully Underwritten Placing Shares and the Best Effort Placing Shares**

The Company proposes to seek the grant of the Specific Mandate from the Shareholders at the EGM to allot and issue the Fully Underwritten Placing Shares and the Best Effort Placing Shares.

### **Conditions of the Placings**

The Fully Underwritten Placing is conditional upon:

1. the passing of a resolution by the Shareholders at the EGM to approve the Fully Underwritten Placing Agreement and the transactions contemplated thereunder; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, all of the Fully Underwritten Placing Shares.

If the condition set out in 1 above is not fulfilled before Longstop Date and the condition set out in 2 above is not fulfilled before a day falling 10 days after the end of the Placing Period (or such other dates as the Company and the Placing Agent may agree), the Fully Underwritten Placing shall cease and determine.

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## LETTER FROM THE BOARD

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The Best Effort Placing is conditional upon the passing of a resolution by the Shareholders at the EGM to approve the Best Effort Placing Agreement and the transactions contemplated thereunder. If such condition is not fulfilled by the Longstop Date, the Best Effort Placing shall cease and lapse.

In addition, completion of the Placing of each Tranche of the Best Effort Placing Shares shall be conditional upon the Listing Committee of the Stock Exchange having granted listing of and permission to deal in such Tranche of the Best Effort Placing Shares. If such condition is not fulfilled on a day falling 10 days after the date of notification by the Placing Agent during the Placing Period that the Placing Agent has procured subscribers for such Tranche of Best Effort Placing Shares or such other date as the Company and the Placing Agent may agree in writing, then the obligations of the parties in respect of the Placing of such Tranche of the Best Effort Placing Shares will lapse. Each notification of the Placing Agent, once given, is irrevocable, unless agreed to by both parties in writing.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the Fully Underwritten Placing Shares and the Best Effort Placing Shares.

### **Completion of the Placings**

Completion of the Fully Underwritten Placing and the Best Effort Placing shall take place on the third Business Day after the conditions for Fully Underwritten Placing Agreement or each Tranche of the Best Effort Placing Shares under Best Effort Placing Agreement (as the case may be) has become satisfied (or such later date as may be agreed between the Company and the Placing Agent).

**As completion of the Fully Underwritten Placing and the Best Effort Placing are subject to the satisfaction of a number of conditions, the Fully Underwritten Placing and/or the Best Effort Placing may or may not proceed. Shareholders and the public are reminded to exercise cautions when dealing in the securities of the Company.**

### **SUBSCRIPTION SIZE**

The minimum subscription size per subscriber/placee should be HK\$500,000 (excluding placing commission, where applicable).

### **REASONS FOR THE PLACINGS AND USE OF PROCEEDS**

The Company is principally engaged in investments in listed securities in Hong Kong and other main stock market around the world and also in unlisted companies.

The aggregate gross proceeds from the Fully Underwritten Placing and the Best Effort Placing will be approximately HK\$38 million and up to a maximum amount of approximately HK\$76 million respectively. The Company plans to use the entire net proceeds of approximately HK\$36.72 million from the Fully Underwritten Placing and of up to the aggregate amount of approximately HK\$73.76 million from the Best Effort Placing for the general working capital of the Group and for future investments purposes, mainly investments in non-bluechip listed securities in Hong Kong and overseas, pursuant to the investment objectives of the Company. As at the Latest Practicable Date, the Company has not identified any specific investment opportunities.

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## LETTER FROM THE BOARD

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The Company carried out two fund raising exercises in February 2009 and June 2009 respectively to raise aggregate net proceeds of approximately HK\$71.5 million and most of which were utilised for investment in securities pursuant to the Company's investment objectives. The Directors are of the view that the global financial markets has become stable as compared with the first half year of 2009 and they remain optimistic about the long-term prospects of the economy and stock markets in Hong Kong and overseas. The Directors believe that as the global economy improves, more investments opportunities will be identified in the near future. If the Group does not have sufficient cash resources on hand or it cannot find alternative financing in a timely manner, the Group may not be able to commit to suitable investment opportunities as and when they arise.

The Directors are of the view that the Placings will enlarge the shareholder base and the capital base of the Company, and will strengthen the Group's financial position. The Directors consider that the Placings offer good opportunities to raise further capital which can enhance the Group's flexibility to make further investments as and when opportunities arise. Accordingly, they consider that the terms of the Placings are fair and reasonable and the Placings are in the interests of the Company and the Shareholders as a whole.

### FUND RAISING EXERCISES DURING THE PAST 12 MONTHS

The Company had conducted the following fund raising exercises in the past 12 months from the Latest Practicable Date.

Date of announcement	Fund raising activity	Net proceeds raised (approximately)	Proposed use of the net proceeds	Actual use of the net proceeds
9 October 2008	Issue of convertible notes of the Company which was completed on 26 November 2008	HK\$38 million	For the settlement of (i) a loan due to an indirect wholly-owned subsidiary of Mascotte Holdings Limited; and (ii) a loan due to an indirect wholly-owned subsidiary of Heritage International Holdings Limited	Used as intended
2 February 2009	Rights issue of 512,155,110 rights shares on the basis of one rights share for every share held by qualifying Shareholders which was completed on 6 April 2009	HK\$48.2 million	For the general working capital of the Group	Used as intended
12 June 2009	Placing of 239,000,000 new shares which was completed on 22 June 2009	HK\$23.3 million	For the general working capital of the Group	Used as intended

Save as disclosed above, the Company has not conducted any fund raising activities in the past twelve months immediately before the Latest Practicable Date.

## LETTER FROM THE BOARD

### SHAREHOLDING STRUCTURE

Assuming that there will be no change in the shareholding structure of the Company from the Latest Practicable Date to immediately before completion of the Placings, the shareholding structure of the Company (i) as at the Latest Practicable Date; (ii) immediately after completion of the Fully Underwritten Placing but before completion of the Best Effort Placing; (iii) immediately after completion of the Best Effort Placing but before completion of the Fully Underwritten Placing; and (iv) immediately after completion of the Fully Underwritten Placing and the Best Effort Placing, are as follows:

Shareholder	As at the Latest Practicable Date		Immediately after completion of the Fully Underwritten Placing but before completion of the Best Effort Placing		Immediately after completion of the Best Effort Placing but before completion of the Fully Underwritten Placing		Immediately after completion of the Fully Underwritten Placing and the Best Effort Placing	
	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %	Number of Shares	Approximate %
Heritage International Holdings Limited (Note 1)	18,270,419	12.70	18,270,419	7.49	18,270,419	5.31	18,270,419	4.12
Mascotte Holdings Limited (Note 1)	13,972,727	9.71	13,972,727	5.73	13,972,727	4.06	13,972,727	3.14
Public:								
— Placees	—	—	100,000,000	41.00	200,000,000	58.16	300,000,000	67.59
— Others	111,631,735	77.59	111,631,735	45.78	111,631,735	32.47	111,631,735	25.15
<b>Total</b>	<b><u>143,874,881</u></b>	<b><u>100.00</u></b>	<b><u>243,874,881</u></b>	<b><u>100.00</u></b>	<b><u>343,874,881</u></b>	<b><u>100.00</u></b>	<b><u>443,874,881</u></b>	<b><u>100.00</u></b>

*Note:*

- Heritage International Holdings Limited (stock code: 412) and Mascotte Holdings Limited (stock code: 136) are companies whose shares are listed on the Main Board of the Stock Exchange.

### EGM

The notice convening the EGM is set out on pages 12 to 14 of this circular. The EGM will be held and convened at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 4:00 p.m. on Tuesday, 13 October 2009 for the purpose of, considering and, if thought fit, to approve the Fully Underwritten Agreement and the Best Effort Placing Agreement together with the transactions contemplated thereunder (including the grant of the Specific Mandate). Pursuant to rule 13.39(4) of the Listing Rules and article 100 of the articles of association of the Company, all votes of the Shareholders at the EGM will be taken by poll and the Company will announce the results of the poll in the manner set out in the rule 13.39(5) of the Listing Rules.

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## LETTER FROM THE BOARD

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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 accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof in person if you so wish.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, no Shareholder is required to abstain from voting at the EGM.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company and the matters to be considered at the EGM. 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 not contained herein the omission of which would make any statement herein misleading.

### RECOMMENDATION

The Directors consider the ordinary resolutions in relation to the Fully Underwritten Placing and the Best Effort Placing together with the transactions contemplated thereunder (including the grant of the Specific Mandate) are fair and reasonable and in the interests of the Company and the Shareholders as a whole and recommend Shareholders to vote in favour of the ordinary resolutions proposed at the EGM.

Yours faithfully,  
For and on behalf of  
**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 (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 Tuesday, 13 October 2009 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. “**THAT:**

- (a) the execution of the conditional placing agreement (the “**Fully Underwritten Placing Agreement**”) dated 7 September 2009 between the Company and Get Nice Securities Limited (the “**Placing Agent**”) pursuant to which, inter alia, the Placing Agent agreed to on a fully underwritten basis procure placees to subscribe in cash for 100,000,000 new shares in the Company (“**Fully Underwritten Placing Shares**”) at a placing price of HK\$0.38 each (a copy of the Fully Underwritten Placing Agreement having been produced to this meeting marked “A” and initialled by the chairman of the meeting for identification) be and is hereby confirmed, approved and ratified; and
- (b) the directors of the Company be and are hereby authorised to allot and issue of the Fully Underwritten Placing Shares under the terms of the Fully Underwritten Placing Agreement; and
- (c) the directors of the Company be and are hereby authorised to take such actions and execute such documents to effect completion of the Fully Underwritten Placing Agreement including the allotment and issue of Fully Underwritten Placing Shares and to sign or execute such other documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary or desirable for the purposes of giving effect to the Fully Underwritten Placing Agreement.”

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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2. “THAT:

- (a) the execution of the conditional placing agreement (the “**Best Effort Placing Agreement**”) dated 7 September 2009 between the Company and Get Nice Securities Limited (the “**Placing Agent**”) pursuant to which, inter alia, the Placing Agent agreed to on a best effort basis procure placees to subscribe in cash for up to 200,000,000 new shares in the Company (“**Best Effort Placing Shares**”) at a placing price of HK\$0.38 each to be placed or whole or in tranches of whole multiples of not less than 1,000,000 shares, save for last tranche (a copy of the Best Effort Placing Agreement having been produced to this meeting marked “B” and initialled by the chairman of the meeting for identification) be and is hereby confirmed, approved and ratified; and
- (b) the directors of the Company be and are hereby authorised to allot and issue of the Best Effort Placing Shares under the terms of the Best Effort Placing Agreement; and
- (c) the directors of the Company be and are hereby authorised to take such actions and execute such documents to effect completion of the Best Effort Placing Agreement including the allotment and issue of Best Effort Placing Shares and to sign or execute such other documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as they consider necessary or desirable for the purposes of giving effect to the Best Effort Placing Agreement.”

By order of the Board  
**Unity Investments Holdings Limited**  
**合一投資控股有限公司**  
**KITCHELL Osman Bin**  
*Executive Director*

Hong Kong, 24 September 2009

*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

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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 the 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 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 such power or authority, shall be delivered to 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 meeting or any adjourned meeting at which the person named in such instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (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 to be used for the meeting is enclosed.

*As at the date of this notice, the executive Directors are Mr. KITCHELL Osman Bin (Chairman and Chief Executive Officer), Ms. DAVIS Angela Hendricks and Ms. CHOI Ka Wing; and the independent non-executive Directors are Mr. CHUNG Kong Fei, Stephen, Mr. TSANG Wing Ki, Ms. SWARTZ Kristi Lynn and Mr. NGAI Wai Kin.*