



# 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)

## FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 29 DECEMBER 2011 (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>note 1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>note 2</sup> \_\_\_\_\_  
ordinary shares of HK\$0.01 each in the capital of Unity Investments Holdings Limited (合一投資控股有限公司) (the “Company”),  
**HEREBY APPOINT** <sup>note 3</sup> the chairman of the extraordinary general meeting, or \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to attend for me/us at the extraordinary general meeting (and at any adjournment thereof) of the Company to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong on Thursday, 29 December 2011 at 9:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the said meeting and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>note 4</sup>	AGAINST <sup>note 4</sup>
1.	To consider and approve the entering of a master transactions agreement dated 17 October 2011, as amended by the supplemental agreement dated 9 December 2011 (the “ <b>Master Transactions Agreement</b> ”), between the Company (for itself and on behalf of its subsidiaries together the “ <b>Group</b> ”) and Hennabun Capital Group Limited (for itself and on behalf of its subsidiaries together the “ <b>HCG Group</b> ”) pursuant to which the HCG Group agreed to provide securities brokerage, margin trading and financing facilities and corporate financial advisory services to the Group until 31 December 2014.		
2.	To consider and approve, conditional upon resolution numbered 1 being passed, the annual caps for each of the three years ending 31 December 2012, 2013 and 2014 in respect of the financial services (including securities brokerage and corporate financial advisory services) under the Master Transactions Agreement.		
3.	To consider and approve, conditional upon resolution numbered 1 being passed, the annual caps for each of the three years ending 31 December 2012, 2013 and 2014 in respect of the margin trading and financing facilities (including interest on margin financing) under the Master Transactions Agreement.		

Signature(s) <sup>note 5</sup>: \_\_\_\_\_

Date: \_\_\_\_\_

### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman is preferred, please strike out “the chairman of the extraordinary general meeting, or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
- The instrument appointing a proxy must 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.
- Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting. In the case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) at the meeting and vote in its stead.
- 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 must be delivered at the Company’s 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.
- Where there are joint registered holders of any share, any one of such persons may vote at any 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.