
THIS CIRCULAR 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 licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares 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 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.

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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)

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

A notice convening an annual general meeting (“AGM”) of Unity Investments Holdings Limited 合一投資控股有限公司 to be held at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong at 4:00 p.m. on Monday, 19 May 2014 is set out on pages 13 to 17 of this circular. A form of proxy for use by the shareholders of the Company at the AGM is also enclosed with this circular.

Whether or not you intend to attend and vote at the AGM or any adjourned meeting (as the case may be) in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s share registrar and transfer office in Hong Kong, **Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong**, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

4 April 2014

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DEFINITIONS

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

“2013 AGM Issue Mandate”	the mandate granted to the Directors at the annual general meeting of the Company held on 30 April 2013 to issue and allot new Shares
“AGM”	the annual general meeting 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 Monday, 19 May 2014
“Articles”	the articles of association of the Company as may be amended from time to time
“associate(s)”	has the meaning ascribed thereto in the Listing Rules
“Board”	the board of Directors
“Company”	Unity Investments Holdings Limited 合一投資控股有限公司, a company incorporated under the laws of the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to allot, issue and deal with Shares up to 20% of the issued share capital of the Company as at the date of passing such resolution

DEFINITIONS

“Latest Practicable Date”	31 March 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	has the meaning ascribed thereto in the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	option(s) to subscribe for Shares pursuant to the Share Option Scheme
“Repurchase Mandate”	a general and unconditional repurchase mandate proposed to be granted at the AGM to the Directors to exercise all the powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at the date of passing such resolution
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed scheme mandate limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 30 April 2013
“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”	The Hong Kong Code on Takeovers and Mergers
“%” or “per cent.”	percentage or per centum

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. KITCHELL Osman Bin

(Chairman and Chief Executive Officer)

Ms. DAVIS Angela Hendricks

Ms. CHOI Ka Wing

Mr. SHIMAZAKI Koji

Independent non-executive Directors:

Mr. CHUNG Kong Fei, Stephen

Mr. TSANG Wing Ki

Mr. NGAI Wai Kin

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

4 April 2014

To the Shareholders

Dear Sir/Madam,

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

INTRODUCTION

The purpose of this circular is to provide you with the notice of AGM and the information in respect of the resolutions to be proposed at the AGM, relating to (i) the granting to the Directors the Issue Mandate; (ii) the granting to the Directors the Repurchase Mandate; (iii) the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; (iv) the refreshment of the Scheme Mandate Limit under the Share Option Scheme; and (v) re-election of Directors.

LETTER FROM THE BOARD

PROPOSED GENERAL MANDATES TO ISSUE AND TO REPURCHASE SHARES

At the annual general meeting of the Company held on 30 April 2013, the Shareholders approved, amongst other things, ordinary resolutions to grant to the Directors a general mandate to allot and issue Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of the resolution and a general mandate to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the resolution. At the date of passing of such resolutions, there were 194,035,201 Shares in issue and the 2013 AGM Issue Mandate allowed the issue of up to 38,807,040 new Shares. As at the Latest Practicable Date, the 2013 AGM Issue Mandate had been fully utilised. The existing general mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, separate ordinary resolutions will therefore be proposed to Shareholders to consider and, if thought fit, approve and grant the Directors a general and unconditional mandate to exercise all powers of the Company to issue new Shares and to repurchase its own Shares in accordance with the relevant rules set out in the Listing Rules and the Takeovers Code as follows:

- (a) to allot, issue and otherwise deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the resolution approving the Issue Mandate at the AGM;
- (b) to repurchase Shares not exceeding 10% of the issued share capital of the Company as at the date of passing the resolution approving the Repurchase Mandate at the AGM; and
- (c) subject to passing of (a) and (b) above, an ordinary resolution will also be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the aggregate nominal amount of the issued Shares as at the date of the grant of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Issue Mandate.

The ordinary resolutions proposed to Shareholders in relation to the Issue Mandate and the Repurchase Mandate at the AGM may only continue in force until: (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 any applicable laws of the Cayman Islands or the Articles to be held; or (iii) the date on which any such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first.

Based on the issued share capital of the Company as at the Latest Practicable Date of 232,842,241 Shares and assuming there are no further changes in the issued share capital until the date of the AGM, the Issue Mandate will allow the Directors to issue and allot up to 46,568,448 new Shares.

An explanatory statement as required under the Listing Rules to provide the requisite information in relation to the Repurchase Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

REFRESHMENT OF SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME

The Share Option Scheme

The Share Option Scheme was adopted by the Company pursuant to the ordinary resolution passed by the Shareholders on 30 April 2013. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the Listing Rules. Pursuant to Rule 17.03(3) of the Listing Rules, the Company may seek approval by its Shareholders in general meeting for “refreshing” the 10% limit under the Share Option Scheme. However, the total number of Shares which may be issued upon exercise of all options to be granted under all of the schemes of the Company (or its subsidiaries) under the limit as “refreshed” must not exceed 10% of the Shares in issue as at the date of approving refreshment of the limit. Options previously granted under the Share Option Scheme or any other share option schemes of the Company (including those outstanding, cancelled, lapsed in accordance with the scheme or exercised options) will not be counted for the purpose of calculating the limit as “refreshed”. The limit on the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the Shares of the Company (or its subsidiaries) in issue from time to time. No options may be granted under any schemes of the Company (or its subsidiaries) if this will result in the limit being exceeded.

The Scheme Mandate Limit

The existing Scheme Mandate Limit was granted at the annual general meeting of the Company held on 30 April 2013, pursuant to which the Directors were authorised to grant options carrying rights to subscribe for up to a maximum number of 19,403,520 Shares, which represented 10% of the total issued share capital of the Company as at the date of that meeting. No Options were granted since adoption of the Share Option Scheme on 30 April 2013. The Board decided to seek approval from the Shareholders at the AGM to refresh the Scheme Mandate Limit so as to bring the Scheme Mandate Limit in line with the level of 10% of the issued share capital of the Company as at the date of AGM and also provide the Company with greater flexibility in granting Options to eligible persons under the Share Option Scheme.

As at the Latest Practicable Date, there were 232,842,241 Shares in issue. On the basis that no further Shares will be issued or repurchased by the Company from the Latest Practicable Date to the date of AGM, upon the approval of the refreshment of the Scheme Mandate Limit, the maximum number of Shares to be issued under the Share Option Scheme that can be granted by the Company under the 10% refreshed limit would be 23,284,224 Shares.

No outstanding options of the Company will lapse as a result of the refreshment of the Scheme Mandate Limit and the aggregate number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company has not exceeded 30% of the

LETTER FROM THE BOARD

Shares in issue as at the Latest Practicable Date. As at the Latest Practicable Date, there are no options under the Share Option Scheme or any other share option schemes of the Company granted which remain outstanding or unexercised. Save for the Share Option Scheme, the Company has no other share option schemes as at the Latest Practicable Date.

Conditions of the refreshment of the Scheme Mandate Limit

The refreshment of the Scheme Mandate Limit is conditional upon:

- (a) the passing of an ordinary resolution at the AGM to approve the refreshment of the Scheme Mandate Limit by the Shareholders; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued upon the exercise of any options that may be granted under the refreshed limit of the Share Option Scheme and any other share option schemes of the Company.

Application for listing

Application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Shares, representing 10% of the Shares in issue as at the date of the AGM, to be issued upon the exercise of any options that may be granted under the refreshed Scheme Mandate Limit.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consists of seven Directors, namely Mr. KITCHELL Osman Bin, Ms. DAVIS Angela Hendricks, Ms. CHOI Ka Wing and Mr. SHIMAZAKI Koji, being the executive Directors, and Mr. CHUNG Kong Fei, Stephen, Mr. TSANG Wing Ki and Mr. NGAI Wai Kin, being the independent non-executive Directors.

Pursuant to Article 157 of the Articles, Mr. KITCHELL Osman Bin, Ms. DAVIS Angela Hendricks and Mr. NGAI Wai Kin shall retire from office by rotation at the AGM. Pursuant to Article 123 of the Articles, Mr. SHIMAZAKI Koji who was appointed by the Board on 23 December 2013 as an addition to the Board shall hold office until the AGM. All the retiring Directors are eligible for re-election and will seek for re-election at the AGM.

Details of each retiring Directors are set out in appendix II to this circular.

AGM

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

To the best of Directors' knowledge, information and belief, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

A form of proxy for use at the AGM is enclosed. Whether or not you intend to attend and vote at the AGM or any adjourned meeting (as the case may be) in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar and transfer office in Hong Kong, **Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong**, as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 100 of the Articles, all vote at the AGM will be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

RECOMMENDATION

The Board considers that the proposed resolutions in relation to the proposals for the Issue Mandate, the Repurchase Mandate, refreshment of the Scheme Mandate Limit under the Share Option Scheme and re-election of Directors 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 resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

This circular, for which Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
For and on behalf of the Board
Unity Investments Holdings Limited
合一投資控股有限公司
KITCHELL Osman Bin
Executive Director

This appendix serves as explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Repurchase Mandate for your consideration.

SHARE CAPITAL

As at the Latest Practicable Date, there were 232,842,241 Shares in issue. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 23,284,224 Shares, being 10% of the entire issued share capital of the Company as at the date of passing the resolution.

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 Shares on the Stock Exchange. Shares repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share 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 as a whole. As compared with the position of the Company in its financial statements for the year ended 31 December 2013 (being the most recent published audited accounts), the Directors consider that there might be an immaterial adverse impact on the working capital or the gearing position of the Company in the event that the proposed repurchases were to be made in full during the proposed repurchase period. 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 which in the opinion of the Directors are from time to time appropriate for the Company.

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 of the Cayman Islands.

EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of the Directors exercising the powers of the Company to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (within the term's meaning under the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Directors, HEC Capital Limited, being the substantial Shareholder (as defined in the Listing Rules), beneficially owned 25,122,322 Shares, representing approximately 10.79% of the issued share capital of the Company, will hold approximately 11.99% of the issued share capital of the Company in the event the Repurchase Mandate is exercised in full. Assuming there are no alterations to the existing shareholding in the Company, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

Further, the Directors have no present intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to such an extent as would result in the number of Shares being held by the public falling below the relevant minimum prescribed percentage pursuant to the Listing Rules, which is currently 25% of the entire issued share capital of the Company.

SHARE PRICE

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in previous twelve months immediately preceding the Latest Practicable Date are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2013		
March	0.810	0.770
April	0.800	0.770
May	0.800	0.750
June	0.800	0.760
July	0.800	0.740
August	0.760	0.750
September	0.860	0.750
October	2.250	0.840
November	2.100	1.100
December	2.500	1.170
2014		
January	3.220	1.800
February	3.790	2.650
March (up to the Latest Practicable Date)	4.600	2.700

SHARE REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately preceding the Latest Practicable Date.

GENERAL

To the best of the Directors' knowledge and having made all reasonable enquiries, neither the Directors nor any of their associates have any present intention to sell Shares to the Company or its subsidiaries if the Repurchase Mandate is approved by the Shareholders.

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 Shares to the Company or have undertaken not to do so in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

The biographical details of the retiring Directors eligible for re-election at the AGM are set out as follows:

EXECUTIVE DIRECTORS

Mr. KITCHELL Osman Bin (“**Mr. KITCHELL**”), aged 49, a Canadian citizen, completed his high-school education in Hong Kong and undergraduate studies in Canada. Mr. KITCHELL had obtained a honorary diploma from Pickering College in Canada. Mr. KITCHELL studied Economics in the University of Toronto, Canada. Mr. KITCHELL is a veteran investor mainly in the Hong Kong equity markets with over 15 years of experience. Mr. KITCHELL had been an investor managing a private family fund. Mr. KITCHELL was appointed as an executive Director on 10 January 2005 and appointed as the chief executive officer of the Company on 17 January 2006. Mr. KITCHELL was elected as chairman of the Company on 16 January 2008. Mr. KITCHELL was also appointed as a director of all subsidiary companies within the Group.

As at the Latest Practicable Date, Mr. KITCHELL does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. KITCHELL does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. KITCHELL did not hold any directorships in other listed public company in the last three years. There is no fixed term of service for Mr. KITCHELL and he would be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. The emolument and benefits in kind of Mr. KITCHELL for the year ending 31 December 2014 is HK\$130,000 per month which is determined with reference to his duties and responsibilities within the Group.

Ms. DAVIS Angela Hendricks (“**Ms. DAVIS**”), aged 47, holds Master of Laws Degree, Juris Doctor, *cum laude*, and a Bachelor of Science Degree, *cum laude*. Ms. DAVIS is a member of the Kentucky Bar Association. Ms. DAVIS has extensive experience as a commercial litigator in the Louisville, Kentucky offices of Stites & Harbison, and as a deal lawyer in the New York and Beijing offices of Paul, Weiss, Rifkind, Wharton & Garrison. Ms. DAVIS was appointed as an executive Director on 18 June 2008. Ms. DAVIS was also appointed as a director of all subsidiary companies within the Group.

As at the Latest Practicable Date, Ms. DAVIS does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Ms. DAVIS does not have any interest in the Shares within the meaning of Part XV of the SFO. Ms. DAVIS did not hold any directorships in other listed public company in the last three years. There is no fixed term of service for Ms. DAVIS and she would be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. The emolument of Ms. DAVIS for the year ending 31 December 2014 is HK\$45,000 per month which is determined with reference to her duties and responsibilities within the Group.

APPENDIX II PARTICULARS OF DIRECTORS FOR RE-ELECTION

Mr. SHIMAZAKI Koji (“**Mr. SHIMAZAKI**”), aged 44, holds a Bachelor of Science degree in Engineering and a Master degree in Electrical Engineering from Kanagawa University in Yokohama, Japan. Mr. SHIMAZAKI has over 20 years of experience in web developing and programming, production and quality control engineering. Mr. SHIMAZAKI was appointed as an executive Director on 23 December 2013.

As at the Latest Practicable Date, Mr. SHIMAZAKI does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. SHIMAZAKI holds 627,500 Shares, representing approximately 0.27% of the total issued share capital of the Company. Save as disclosed herein, he does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. SHIMAZAKI did not hold any directorships in other listed public company in the last three years, except that he had been an executive director and chief executive officer of Radford Capital Investment Limited (currently known as Eagle Ride Investment Holdings Limited) (stock code: 901), a company listed on the Main Board of the Stock Exchange, for the period from 9 May 2005 to 31 October 2013 and from 1 May 2008 to 31 October 2013 respectively. There is no fixed term of service for Mr. SHIMAZAKI and he would be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. The emolument of Mr. SHIMAZAKI for the year ending 31 December 2014 is HK\$50,000 per month which is determined with reference to his duties and responsibilities within the Group.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. NGAI Wai Kin (“**Mr. NGAI**”), aged 49, holds a Professional Diploma in Accountancy from the Hong Kong Polytechnic, a Bachelor of Laws (Hons) degree from the University of London and a Master of Laws degree from the City University of Hong Kong. Mr. NGAI is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants and CPA Australia respectively. Mr. NGAI is also a barrister in England and Wales and a barrister in Hong Kong. Mr. NGAI has over 20 years of experience in finance and accounting field in both Hong Kong and Australia. Mr. NGAI was appointed as an independent non-executive Director on 23 July 2008. Mr. NGAI does not hold any position within the Group companies save as Mr. NGAI is a chairman of audit committee and remuneration committee of the Company and also a member of nomination committee of the Company.

As at the Latest Practicable Date, Mr. NGAI does not have any relationship with any Directors, senior management or substantial or controlling Shareholders. As at the Latest Practicable Date, Mr. NGAI does not have any interest in the Shares within the meaning of Part XV of the SFO. Mr. NGAI did not hold any directorships in other listed public company in the last three years. There is no fixed term of service for Mr. NGAI and he would be subject to retirement by rotation and re-election at the AGM in accordance with the Articles. The director fee of Mr. NGAI for the year ending 31 December 2014 is HK\$10,000 per month which is determined with reference to his duties and responsibilities within the Group.

Save as disclosed above, the above retiring Directors confirm that there is no other information is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules. There are no other matters relating to the re-election of the retiring Directors that need to be brought to the attention of the Shareholders.

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 at 4:00 p.m. on Monday, 19 May 2014 for the following purposes:

AS ORDINARY BUSINESS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2013.
2. To re-elect Mr. KITCHELL Osman Bin as an executive director of the Company.
3. To re-elect Ms. DAVIS Angela Hendricks as an executive director of the Company.
4. To re-elect Mr. NGAI Wai Kin as an independent non-executive director of the Company.
5. To re-elect Mr. SHIMAZAKI Koji as an executive director of the Company.
6. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
7. To re-appoint Mazars CPA Limited as auditor of the Company and its subsidiaries and to authorise the board of directors of the Company to fix their remuneration.
8. **“THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

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

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

NOTICE OF ANNUAL GENERAL MEETING

9. **“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 in the capital of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the articles of association of the Company and all applicable laws of the Cayman Islands and/or other applicable laws in this regards, be and the same is hereby generally and unconditional approved;
 - (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
 - (c) the aggregate nominal amount of the shares repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly; and
 - (d) for the purpose of this resolution, **“Relevant Period”** means the period from the time of passing of this resolution until whichever is the earlier of:
 - i. the conclusion of the next annual general meeting of the Company;
 - ii. the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws of the Cayman Islands to be held; and
 - iii. the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
10. **“THAT** conditional upon the passing of resolutions numbered 8 and 9 set out in the notice of the annual general meeting (the **“Notice of AGM”**) at which this resolution is considered, the general mandate granted to the directors of the Company and for the time being in force to exercise the powers of the Company to allot, issue and deal with new shares of the Company pursuant to resolution numbered 8 set out in the

NOTICE OF ANNUAL GENERAL MEETING

Notice of AGM of which this resolution forms part be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company repurchased or agreed to be repurchased by the Company under the authority granted pursuant to the resolution numbered 9 set out in the Notice of AGM, provided that such amount of shares so repurchased by the Company shall not exceed 10% of aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

AS SPECIAL BUSINESS

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

11. “**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of and permission to deal in the shares of the Company (the “**Shares**”) to be issued upon the exercise of options under the share option scheme adopted by the Company on 30 April 2013 (the “**Share Option Scheme**”) and any other share option schemes of the Company, the existing scheme mandate limit in respect of granting of options to subscribe for Shares under the Share Option Scheme be refreshed and renewed provided that the total number of Shares which may be allotted and issued pursuant to the grant or exercise of the options under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme) shall not exceed 10% of the Shares in issue as at the date of passing this resolution (the “**Refreshed Limit**”) and that the directors of the Company be and are hereby authorised, subject to compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, to grant options under the Share Option Scheme up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options.”

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, 4 April 2014

NOTICE OF ANNUAL GENERAL MEETING

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. 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. If a recognised clearing house (or its nominee) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting 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 and transfer office in Hong Kong, **Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, 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 any adjourned 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 annual general meeting of the Company is enclosed herewith.

As at the date of this notice, the board of directors of the Company comprises:

Executive directors:

Mr. KITCHELL Osman Bin
(*Chairman and Chief Executive Officer*)
Ms. DAVIS Angela Hendricks
Ms. CHOI Ka Wing
Mr. SHIMAZAKI Koji

Independent non-executive directors:

Mr. CHUNG Kong Fei, Stephen
Mr. TSANG Wing Ki
Mr. NGAI Wai Kin