



# 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 ANNUAL GENERAL MEETING TO BE HELD ON MONDAY, 19 MAY 2014 (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 annual general meeting of the Company, or \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy to attend for me/us at the annual general meeting of the Company (and at any adjournment thereof) 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 for the purpose of considering and, if thought fit, passing with or without modification the resolutions as 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.

	ORDINARY RESOLUTIONS	FOR <sup>note 4</sup>	AGAINST <sup>note 4</sup>
1.	To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of 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.	To approve and grant a general mandate to the directors of the Company to exercise all powers of the Company to allot, issue and deal with new shares of the Company up to 20% of the issued share capital of the Company as at the date of passing of this resolution.		
9.	To approve and grant a general mandate to the directors of the Company to exercise all powers of the Company to repurchase shares or other rights to subscribe for shares in the capital of the Company up to 10% of the issued share capital of the Company as at the date of passing this resolution.		
10.	To approve and extend the general mandate referred to in resolution numbered 8 above so that the directors of the Company be given a general mandate to issue further shares equal to the shares repurchased under the repurchase mandate referred to in resolution numbered 9 above to 10% of the issued share capital of the Company as at the date of passing of this resolution.		
11.	To approve the refreshment of the scheme mandate limit of share option scheme adopted by the Company on 30 April 2013 (the “Share Option Scheme”) to the extent that the shares in the Company issuable upon full exercise of all options shall not be more than 10% of the issued share capital of the Company as at the date of passing this resolution and to authorise the board of directors of the Company to grant options under the Share Option Scheme up to the refreshed limit.		

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 annual general meeting of the Company, 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 A RESOLUTION, TICK THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- 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.
- 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.
- 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.
- 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.