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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 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)

PROPOSED BONUS ISSUE OF SHARES, CHANGE IN BOARD LOT SIZE AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening an extraordinary general meeting (“EGM”) 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, 29 September 2014 is set out on pages 20 to 21 of this circular. A form of proxy for use by the shareholders of the Company at the EGM is also enclosed with this circular.

Whether or not you intend to attend and vote at the EGM 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 and return the same 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 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 and in such event, the proxy shall be deemed to be revoked.

12 September 2014

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EXPECTED TIMETABLE

Set out below is an expected timetable for the Bonus Issue (*Notes*):

Latest time for lodging transfer of Shares for registration in order to qualify for attending the EGM	4:30 p.m. on Friday, 26 September 2014
Closure of register of members for attending the EGM	Saturday, 27 September 2014 to Monday, 29 September 2014 (both days inclusive)
Latest time for lodging form of proxy for the EGM (in any event not less than 48 hours before the time of the EGM or any adjournment thereof).	4:00 p.m. on Saturday, 27 September 2014
Record date for attending the EGM	Monday, 29 September 2014
Date and time of the EGM.	4:00 p.m. on Monday, 29 September 2014
Announcement of poll results of the EGM.	Monday, 29 September 2014
Last day of dealings in Shares on a cum-entitlement basis	Monday, 6 October 2014
First day of dealing in Shares on an ex-entitlement basis	Tuesday, 7 October 2014
Latest time for lodging transfer of Shares for registration in order to qualify for the Bonus Issue	4:30 p.m. on Wednesday, 8 October 2014
Closure of register of members for determining entitlement to the Bonus Shares	Thursday, 9 October 2014 to Friday, 10 October 2014 (both days inclusive)
Record Date for determining entitlement to the Bonus Shares	Friday, 10 October 2014
Re-open of register of members of the Company	Monday, 13 October 2014
Despatch of share certificates for the Bonus Shares	on or before Thursday, 16 October 2014
First date of dealing in the Bonus Shares on the Stock Exchange	Friday, 17 October 2014
Effective date of change of board lot size from 25,000 to 125,000 Shares	Friday, 17 October 2014

EXPECTED TIMETABLE

Notes:

1. All dates and times in this circular refer to Hong Kong dates and time.
2. Dates or deadlines specified in this circular are indicative only and may be varied by the Company. In the event of any consequential changes to the expected timetable, the Company will notify the Shareholders in a manner in accordance with the Listing Rules.

DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors of the Company
“Bonus Issue”	the proposed issue of Bonus Shares to the Qualifying Shareholder(s) on the basis of four (4) Bonus Shares for every one (1) existing Share held on the Record Date
“Bonus Shares”	new Shares to be allotted and issued under the Bonus Issue by the Company
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“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
“Custodian”	Chong Hing Bank Limited (formerly known as Liu Chong Hing Bank Limited), the custodian appointed by the Company
“Custodian Agreement”	the custodian agreement dated 8 November 2005 entered into between the Company and the Custodian
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at 4:00 p.m. on Monday, 29 September 2014 at 30th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong to consider and, if thought fit, approve the Bonus Issue
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Investment Manager” or “Enerchine Investment”	Enerchine Investment Management Limited (formerly known as CU Investment Management Limited), a company incorporated in Hong Kong, the investment manager appointed by the Company
“Latest Practicable Date”	8 September 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	has the meaning ascribed thereto under the Listing Rules
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Memorandum”	the memorandum of association of the Company
“Net Asset Value”	the net asset value of the Company calculated in accordance with the provisions of the Articles
“Non-Qualifying Shareholder(s)”	Overseas Shareholder(s) who is/are excluded from the Bonus Issue and as defined and more particularly described in the section headed “Overseas Shareholders” in this circular
“Overseas Shareholder(s)”	shareholder(s) whose address(es) as shown on the register of members of the Company on the Record Date is/are outside Hong Kong
“PRC”	the People’s Republic of China, which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Qualifying Shareholder(s)”	the Shareholder(s) whose names appear on the register of members of the Company on the Record Date and who are entitled to the Bonus Issue
“Record Date”	means Friday, 10 October 2014, being the record date for the purpose of determination of entitlement to the Bonus Issue of each Qualifying Shareholder
“Share(s)”	ordinary share(s) of HK\$0.002 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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. 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

12 September 2014

To the Shareholders,

Dear Sir or Madam,

**PROPOSED BONUS ISSUE OF SHARES,
CHANGE IN BOARD LOT SIZE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding the resolution of approving the Bonus Issue and the change in board lot size and to give you notice of the EGM.

PROPOSED BONUS ISSUE OF SHARES

On 25 August 2014, the Board proposed a Bonus Issue on the basis of four (4) Bonus Shares for every one (1) existing Share held by the Qualifying Shareholders whose names appear on the register of members of the Company on the Record Date.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company is 1,164,211,205 Shares. Assuming no further Shares will be issued or repurchased before the Record Date, 4,656,844,820 Bonus Shares will be issued under the Bonus Issue. Immediately after completion of the Bonus Issue, there will be a total 5,821,056,025 Shares in the enlarged issued share capital of the Company.

Subject to the conditions as set out under the paragraph headed “Conditions of the Bonus Issue” below, the Bonus Shares will be issued and credited as fully paid by way of capitalisation of an application of an amount of HK\$9,313,689.64 in the share premium account of the Company.

Status of the New Bonus Shares and Fractions of Bonus Issue

The Bonus Shares will, subject to the Articles, rank *pari passu* in all respects with the existing Shares in issue on the date of the issue of the Bonus Shares. Holders of the Bonus Shares will be entitled to receive all future dividends and distributions (if any) which are declared, made or paid after the date on which the Bonus Shares are allotted and issued. The Bonus Issue should not result in any change in the rights or interests of the Shares traded on the Stock Exchange.

On the basis of four Bonus Shares for every existing Share held on the Record Date by the Qualifying Shareholders, no fractional entitlements to the Bonus Issue will arise under the Bonus Issue.

Conditions of the Bonus Issue

The Bonus Issue is conditional upon:

- (a) the passing of an ordinary resolution by the Shareholders at the EGM approving the Bonus Issue; and
- (b) the Listing Committee granting the listing of, and permission to deal in, the Bonus Shares.

If the conditions of the Bonus Issue are not fulfilled, the Bonus Issue will not proceed.

Application for Listing

An application will be made to the Listing Committee for listing of, and permission to deal in, the Bonus Shares to be issued pursuant to the Bonus Issue. As at the Latest Practicable Date, there is no equity or debt securities of the Company listed or dealt in on any stock exchange other than the Stock Exchange or is listing or permission to deal in the equity or debt securities being or proposed to be sought from any stock exchange other than the Stock Exchange.

The new Bonus Shares are not new class of securities to be listed and accordingly no arrangements are required to be made to enable the new Bonus Shares to be admitted into CCASS.

LETTER FROM THE BOARD

Reasons for the Bonus Issue

The Board believes that the Bonus Issue (i) will provide the Company with a wider capital base and therefore enhance the liquidity of the Shares; and (ii) is a return to the long-term support and care of the Shareholders. In addition, having considered the improving performance of the Group, the Board decides to propose the Bonus Issue.

Trading Arrangement

Subject to (i) the granting of the listing of, and permission to deal in, the Bonus Shares on the Stock Exchange and (ii) the compliance with the stock admission requirements of HKSCC, the Bonus Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Bonus Shares or such other date as may be determined by HKSCC. All activities under CCASS are subject to the general rules of CCASS and CCASS operational procedures in effect from time to time.

Settlement of transactions between members of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter.

Subject to fulfillment of the conditions of the Bonus Issue as mentioned above, it is expected that certificates for the Bonus Shares (which are not renounceable) will be despatched to the Qualifying Shareholders at their own risk on or before Thursday, 16 October 2014 and the first date of dealing in the Bonus Shares is expected to commence on Friday, 17 October 2014.

Stamp duty in Hong Kong will be payable in respect of dealings in the Bonus Shares.

Overseas Shareholders

As at the Latest Practicable Date, the Company has 513 Overseas Shareholders and the addresses of such Overseas Shareholders registered in the register of members of the Company were situated in the PRC and Macau. In compliance with Rule 13.36 (2) of the Listing Rules, the Directors have made enquiries with the legal advisers of PRC and Macau regarding the legal restrictions and regulatory requirements in the PRC and Macau on extending the Bonus Issue to the Overseas Shareholders in the PRC and Macau (the “PRC and Macau Shareholders”). The Company has been advised by legal advisers of PRC and Macau on the laws of the PRC and Macau that the issuing of the Bonus Shares to the PRC and Macau Shareholders by the Company shall not be subject to any procedures for examination, approval, registration or record filing or other special requirements by the securities exchange or other governmental authorities in the PRC and/or Macau. The Company is not liable for the legality and relevant liability for the PRC and Macau Shareholders’ receipt and holding of the Bonus Shares and the PRC and Macau Shareholders shall bear such liability personally. If the PRC and Macau Shareholders are registered as a member of the Company at the close of business on the Record Date, they shall be entitled to the Bonus Shares.

LETTER FROM THE BOARD

It is the responsibility of the Shareholders (including the Overseas Shareholders) to observe the domestic legal and regulatory requirements applicable to them for the taking up of the Bonus Shares.

The Company will continue to ascertain whether there are any other Overseas Shareholders on the Record Date and will, if necessary, make further enquiries with its legal advisers in other overseas jurisdiction(s) regarding the feasibility of extending the Bonus Issue to such other Overseas Shareholders on the Record Date.

Upon any further enquiries, if the Board is of the view that the exclusion of the Overseas Shareholders is necessary or expedient, the Bonus Shares will not be granted to the Non-Qualifying Shareholders. In such circumstances, arrangements will be made for the Bonus Shares which would otherwise have been issued to the Non-Qualifying Shareholders, if any, to be sold in the market as soon as practicable after dealing in the Bonus Shares commences. Any net proceeds of sale, after deduction of expenses, will be distributed in Hong Kong dollars to the Non-Qualifying Shareholders, if any, pro rata to their respective shareholdings and remittances therefore will be posted to them, at their own risk, unless the amount falling to be distributed to any such persons is less than HK\$100.00, in which case it will be retained for the benefit of the Company.

CHANGE IN BOARD LOT SIZE

In order to increase the value of each board lot of the Shares after the Bonus Issue, as well as to reduce transaction and registration costs incurred by the Shareholders and investors of the Company, the Board proposed to change the board lot size for trading in the Shares from 25,000 Shares to 125,000 Shares with effect from 9:00 a.m. on Friday, 17 October 2014, subject to the fulfillment of the conditions of the Bonus Issue as set out in the section headed “Conditions of the Bonus Issue” above.

The Shares are currently traded in board lot of 25,000 Shares and the market value per board lot of the Shares is HK\$16,000 (based on the closing price of HK\$0.64 per Share as quoted on the Stock Exchange on the Latest Practicable Date). Based on the closing price on the Latest Practicable Date, the theoretical ex-entitlement price per Share after the Bonus Issue is HK\$0.128 and with the existing board lot size of 25,000 Shares, the theoretical ex-entitlement value per board lot will be HK\$3,200.

Upon the change in board lot size becoming effective, the Shares will be traded in board lot of 125,000 Shares and the estimated market value per board lot of the Shares will be HK\$80,000. Based on the theoretical ex-entitlement price per Share after the Bonus Issue of HK\$0.128 and the proposed board lot size of 125,000 Shares, the theoretical ex-entitlement value per new board lot will be HK\$16,000.

The change in board lot size will not result in any change in the relative rights of the Shareholders. The Directors consider such change in board lot size is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

CLOSURE OF BOOKS

The register of members of the Company will be closed during the following periods:

- (a) for the purpose of determining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Saturday, 27 September 2014 to Monday 29 September 2014 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for attending and voting at the EGM, all transfer documents should be lodged for registration with Company's Hong Kong share registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Friday 26 September 2014; and
- (b) for the purpose of determining Shareholders who are qualified for the entitlement to the Bonus Shares, the register of members of the Company will be closed from Thursday 9 October 2014 to Friday 10 October 2014 (both days inclusive), during which no transfer of Shares can be registered. In order to qualify for the entitlement to the Bonus Shares, all transfer documents should be lodged for registration with Company's Hong Kong share registrar at the above address not later than 4:30 p.m. on Wednesday 8 October 2014.

EGM

Set out on pages 20 to 21 of this circular is a notice convening the EGM at which an ordinary resolution will be proposed to approve the proposed Bonus Issue. 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 to the Company's Hong Kong share registrar, 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 of 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.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at general meetings must be taken by poll. The Chairman of the meeting will therefore demand a poll for every resolution put to vote at the EGM in accordance with the Articles and the Listing Rules. An announcement on the poll result will be made by the Company in accordance with the Listing Rules.

RECOMMENDATION

The Board is of the view that the proposed Bonus Issue is in the interest of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all resolutions in relation to the Bonus Issue to be proposed at the EGM.

LETTER FROM THE BOARD

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation

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

This appendix serves as an additional disclosure requirement pursuant to Rule 21.09 of the Listing Rules in connection with the listing document of investment companies.

INVESTMENT OBJECTIVES AND POLICIES

The Company is an investment company incorporated in the Cayman Islands with the primary objective of achieving medium-term to long-term capital appreciation by investing in listed and unlisted companies in Hong Kong, PRC and other main markets around the world.

The Company has adopted the following investment policies:

1. Investments will normally be made in the form of equity related securities and debt instruments in listed and unlisted companies engaged in different industries including (but not limited to) the manufacturing, services, property, telecommunications, technology and infrastructure sectors to maintain a balance in the Company's exposure to different industry sectors in order to minimise the impact on the Company of any downturn in any particular sector.
2. Investments will normally be made in enterprises which are established in their respective fields and in which the Board believes that there are prospects of long-term growth. In particular, the Company will seek to identify businesses with a potential of profit growth, strong management, high level of technical expertise and research and development capabilities as well as management commitment to the long-term growth. However, the Company will also consider investments in companies or other entities which are considered by the Board and the Investment Manager to be in special or recovery situations.
3. Where possible, the Board and the Investment Manager would seek to identify investments where there is a certain degree of synergy with other investee companies and where cooperation between such companies would be of mutual benefit to each other.
4. The Company's investments are intended to identify medium-term or long-term capital appreciation and there is no present intention to realise any of such investments in any specific period or by any specific date. Nevertheless, the Board will from time to time realise investments where they believe that to do so would be in the best interests of the Company or where the terms on which such realisation can be achieved are believed by the Board to be particularly favourable to the Company.

There are no requirements under the Listing Rules and/or the Articles that any alterations to the investment objectives and policies of the Company require Shareholders' approval except that Chapter 21 of the Listing Rules require, inter alia, that the investment objectives and policies as set out in the listing document at the time of listing will not be changed for at least 3 years without the consent of shareholders of the investment company in general meeting. Therefore, the investment objectives and policies of the Company as stated above may be altered without Shareholders' approval. As at the Latest Practicable Date, the Board has no present intention to change the stated investment objectives and policies above.

INVESTMENT RESTRICTIONS

Under the Articles and the Listing Rules relating to the listing of investment companies, certain restrictions on investments are imposed on the Company. In part to meet such restriction, the Board has resolved that the Company may not:

1. either on its own or in conjunction with any connected person, make legal, or effective, management control of any company or other entity in which it invests or owns or controls more than 30% (or such lower percentage as may from time to time be specified in The Hong Kong Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) of the voting rights in such company or entity, except in relation to wholly-owned subsidiaries of the Company.
2. invest in any company or entity other than wholly-owned subsidiaries of the Company if such investment will result in more than 20% of the Net Asset Value being invested in such company or entity as at the date the investment is made.
3. buy or sell commodities, commodity contracts or precious metals, except that it may purchase and sell futures contracts on stock indices and securities which are secured by commodities or precious metal.
4. invest more than 20% of the Company's assets outside Hong Kong and the PRC to the extent of contravening its primary objective of achieving medium-term or long-term capital appreciation by investing in listed and unlisted companies in Hong Kong and the PRC.

The Company has to comply with investment restrictions 1 and 2 above, in accordance with its Articles, and at all times while it remains listed as an investment company under Chapter 21 of the Listing Rules.

The investment restrictions set out in items 3 and 4 above can only be changed subject to the approval of Shareholders by way of an ordinary resolution. The Board has no present intention to change any of the abovementioned investment restrictions.

As the Latest Practicable Date, the Company's investment portfolio does not consist of investments in options, warrants, commodities, futures contracts and precious metals. Whilst the Company has no present intention to invest in options, warrants, commodities, futures contracts, unlisted securities and precious metals, it may do so in the future should suitable opportunities or market condition arise.

DISTRIBUTION POLICY

It is the Board's intention to distribute any excess balance by way of dividend to the extent permitted by law, the Memorandum and the Articles. Dividends will only be paid to the extent that they are covered by net income received from underlying investments. Distribution will be made annually after the annual accounts of the Company are approved by the Shareholders but interim distribution may be made from time to time to Shareholders as appear to the Board to be justified by the position of the Company. Distributions will be made in Hong Kong dollars.

FEES AND EXPENSES

The Company will pay the fees of the Investment Manager and the Custodian, as described below. In addition, the Company will pay certain other costs and expenses incurred in its operation, including taxes, expenses for legal, auditing and consulting services, promotional expenses, registration fees and other expenses due to supervisory authorities in various jurisdictions, insurance, interest and brokerage cost.

Investment management fees

The Company currently pays the Investment Manager a monthly investment management fee payable in advance at HK\$100,000 per month up to 31 December 2014.

Custodian fees

Pursuant to the Custodian Agreement, the Company will pay the Custodian such reasonable fees, costs and expenses in respect of the custodian account as may from time to time be prescribed by the Custodian. All fees, costs and expenses of the Custodian shall accrue on a daily basis. The Company also agrees to pay all costs, taxes, expenses and fees (including any applicable fees of any clearing house) in connection with or arising out of the operation of the custodian account. The Custodian shall be entitled to charge interest (both before and after judgment) on any amount owed to the Custodian by the Company at 6% above the prime rate from time to time of the Custodian.

TAXATION

The taxation of income and capital gains of the Company are subject to the fiscal law and practice of Hong Kong. Prospective investors should consult their own professional advisers on the tax implications of investing, holding or disposing of Shares under the laws of the jurisdiction in which they are liable to taxation.

BORROWING POWER

Pursuant to the provision of the Articles, the Company may exercise its borrowing power to borrow up to an aggregate principal amount for the time being remaining discharged of all money borrowed by the Group not exceeding 50% of the Net Asset Value. The Group's assets may be charged or pledged as security for borrowing.

INFORMATION ON THE INVESTMENT MANAGER AND THE CUSTODIAN

The information of the Investment Manager is set out below:

Name	Address
Enerchine Investment Management Limited	25th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong

Enerchine Investment is a company incorporated in Hong Kong on 27 August 2001 with limited liability and is a licensed corporation registered under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The particulars of the directors of Enerchine Investment are set out below:

Name	Position	Address
Chan Chi Hang	director and responsible officer	25th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong
Chan Wing Yan, Carman	director and responsible officer	25th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong
Koo Ka Lai	director and responsible officer	25th Floor, China United Centre, 28 Marble Road, North Point, Hong Kong

The biographical details of the directors of the Investment Manager are set out as follows:

Mr. Chan Chi Hang (“**Mr. Chan**”) has more than eight years of professional experiences in the financial service industry. Prior to joining Investment Manager, Mr. Chan had been engaged in investment advisory on securities and asset management in various financial institutions. Mr. Chan holds a Bachelor degree of Business Administration from Hong Kong University of Science and Technology. Mr. Chan has been appointed as the director of Investment Manager on 2 July 2013.

Ms. Chan Wing Yan, Carman (“**Ms. Chan**”) has over eight years of high level global banking and finance experiences. Prior to joining the Investment Manager, Ms. Chan held the position of Vice President in a Swiss Bank. Ms. Chan has previous work experience in Hong Kong, Canada and Europe and is familiar with the Frankfurt Stock Exchange. Ms. Chan has over eight years in providing investment advice and serving funds on behalf of third party investors. Ms. Chan studied and graduated in British Columbia, Canada. Ms. Chan has been appointed as the director of the Investment Manager on 8 July 2011.

Ms. Koo Kai Lai (“**Ms. Koo**”) has more than ten years of professional experiences (including research analysis, proprietary trading and fund management) in the financial services industry. Prior to joining the Investment Manager, Ms. Koo managed over HK\$120 million assets for clients and actively participated in the development of the trading program for Alpha Investment Model. Ms. Koo has over five years of experience in portfolio management on behalf of third party investors and in providing investment advisory services to institutional investors, professional investors and high net worth individuals. Ms. Koo holds a Bachelor degree in Economics and Finance from Royal Melbourne Institute of Technology University. Ms. Koo has been appointed as the director of Investment Manager on 22 May 2012.

The information of the Custodian is set out below:

Name	Address
Chong Hing Bank Limited	Chong Hing Bank Centre, 24 Des Voeux Road Central, Hong Kong

Chong Hing Bank Limited (formerly known as Liu Chong Hing Bank Limited) was appointed as the custodian in relation to the investments which the Company may from time to time deposit with the Custodian.

The Directors confirm that none of the directors of the investment company, the management company, any investment adviser or any distribution company, or any associate of any of those persons, is or will become entitled to receive any part of any brokerage charged to the investment company, or any reallocation of other types on purchases charged to the investment company.

INFORMATION ON THE DIRECTORS OF THE COMPANY

The particulars of the Directors are set out below:

Name	Position	Address
KITCHELL Osman Bin	Executive Director	Room 2206, 22nd Floor, China United Centre, 28 Marble Road, North Point, Hong Kong
CHOI Ka Wing	Executive Director	Room 2206, 22nd Floor, China United Centre, 28 Marble Road, North Point, Hong Kong
SHIMAZAKI Koji	Executive Director	Room 2206, 22nd Floor, China United Centre, 28 Marble Road, North Point, Hong Kong

Name	Position	Address
CHUNG Kong Fei, Stephen	Independent non-executive Director	Room 2206, 22nd Floor, China United Centre, 28 Marble Road, North Point, Hong Kong
TSANG Wing Ki	Independent non-executive Director	Room 2206, 22nd Floor, China United Centre, 28 Marble Road, North Point, Hong Kong
NGAI Wai Kin	Independent non-executive Director	Room 2206, 22nd Floor, China United Centre, 28 Marble Road, North Point, Hong Kong

The biographical details of the Directors 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 of the Company on 10 January 2005 and also 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.

Ms. CHOI Ka Wing (“**Ms. CHOI**”), aged 31, completed her high-school education in Hong Kong and had further her studies at the Perth Institute of Business and Technology in Perth, Australia. Ms. CHOI worked in customer services in the catering division of a 5 star hotel in Hong Kong for over one year and gained experience in food and beverage and entertainment businesses. Ms. CHOI was appointed as an executive director of the Company on 9 October 2006. Ms. CHOI was also appointed as a director of all subsidiary companies within the Group.

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 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. Mr. SHIMAZAKI was appointed as an executive director of the Company on 23 December 2013.

Independent non-executive Directors

Mr. CHUNG Kong Fei, Stephen (“**Mr. CHUNG**”), aged 57, obtained a Bachelor Degree of Science from the Wharton School of Business, University of Pennsylvania, United States of America. Mr. CHUNG is one of the founders and executive directors of SDM Dental Inc., an investment holding company which operating dental clinics in the PRC. Mr. CHUNG has extensive experience in investments in the PRC. Mr. CHUNG had been an independent non-executive director of Computech Holdings Limited (stock code: 8081), a company listed on the Growth Enterprise Market of the Stock Exchange, for the period from 30 September 2004 to 30 June 2011. Mr. CHUNG was appointed as an independent non-executive director of the Company on 16 March 2004.

Mr. TSANG Wing Ki (“**Mr. TSANG**”), aged 52, obtained a master’s degree in professional accounting from the Hong Kong Polytechnic University. Mr. TSANG is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants. Mr. TSANG has more than 20 years of experience in auditing and financial accounting. Mr. TSANG had been an executive director of Noble Jewelry Holdings Limited (currently known as Zhong Fa Zhan Holdings Limited) (stock code: 475), a company listed on the Main Board of the Stock Exchange, for the period from 15 August 2008 to 20 December 2011. Mr. TSANG was appointed as an independent non-executive director of the Company on 23 September 2004.

Mr. NGAI Wai Kin (“**Mr. NGAI**”), aged 50, 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 of the Company on 23 July 2008.

RISKS RELATING TO THE COMPANY

The Company is an investment company and its funds will be invested in listed and unlisted companies in Hong Kong, PRC and other main markets around the world. These investments will be subject to market fluctuations and to the risks inherent in all investments. Investors should also be aware that the Company’s income and its Net Asset Value are likely to be adversely affected by external factors beyond the control of the Company. As a result, income of the fund and its Net Asset Value may therefore go down as well as go up, subject to the prevailing market conditions.

FOREIGN CURRENCY MANAGEMENT AND EXCHANGE CONTROL

As a result of overseas investments denominated in Singapore Dollars (“SG\$”) and Renminbi (“RMB”), the Group is exposed to the fluctuation in the exchange rates of HK\$/SG\$ and HK\$/RMB. The Group’s exposure to foreign exchange risk was not significant, therefore, no financial instrument was made to hedge such exposures.

INVESTMENT PORTFOLIO

The following are the details of the ten largest investments of the Group as at 30 June 2014, which include all listed investments and all other investments with a value of more than 5% of the Group's gross assets as at 30 June 2014. Save for the investments disclosed herein, there are no other listed investments and all other investments with a value of more than 5% of the Company's gross assets as at 30 June 2014.

<i>Note</i>	Name of investee company	Number of shares held	Effective shareholding interest	Cost as at 30 June 2014	Market value/Fair value as at 30 June 2014	Accumulated unrealised holding gain (loss) arising on revaluation	Dividends received/receivable during the period	Classification of financial assets
				HK\$	HK\$	HK\$	HK\$	
(i)	Keen Champ Investments Limited	16	16.00%	128,000,000	128,000,000	–	–	Available-for-sale
(ii)	Heritage International Holdings Limited	140,363,803	4.97%	66,042,380	95,447,386	29,405,006	–	Held for trading
(iii)	Starfame Investments Limited	297	29.70%	90,000,000	90,000,000	–	–	Available-for-sale
(iv)	Willie International Holdings Limited	55,000,000	7.31%	11,550,000	66,000,000	54,450,000	–	Available-for-sale
(v)	Forefront Group Limited	35,517,382	4.91%	26,540,194	36,582,903	10,042,709	–	Held for trading
(vi)	Poly Capital Holdings Limited	123,123,965	3.60%	28,777,227	34,474,710	5,697,483	–	Held for trading
(vii)	Mascotte Holdings Limited	325,792,250	1.34%	32,679,479	32,579,225	(100,254)	–	Available-for-sale

Note	Name of investee company	Number of shares held	Effective shareholding interest	Cost as at 30 June 2014	Market value/Fair value as at 30 June 2014	Accumulated unrealised holding gain (loss) arising on revaluation	Dividends received/ receivable during the period	Classification of financial assets
					HK\$	HK\$	HK\$	
(viii)	Rising Development Holdings Limited	4,698,000	0.32%	47,635,402	21,094,020	(26,541,382)	–	Available-for-sale
(ix)	Gain All Investments Limited	1,990	15.31%	19,900,000	19,900,000	–	–	Available-for-sale
(x)	Pacific Century Regional Developments Limited	11,000,000	0.36%	21,121,548	17,282,727	(3,838,821)	–	Held for trading

Notes:

- (i) Keen Champ Investments Limited (“Keen Champ”) is a private company incorporated in British Virgin Islands and is principally engaged in investment holding and management of the forestland. For the financial year ended 31 March 2014, the unaudited consolidated loss attributable to equity holders of Keen Champ was HK\$773,425. As at 31 March 2014, its unaudited consolidated net liabilities attributable to the equity holders was HK\$1,965,916. As at 30 June 2014, the recoverable amount of Keen Champ has been assessed by the Directors with reference to a valuation report on the fair value of the biological assets issued by independent professional valuer before the investment made in April 2014.
- (ii) Heritage International Holdings Limited (“Heritage International”) was incorporated in Bermuda and its shares are listed on the Main Board of the Stock Exchange (stock code: 412). Heritage International is principally engaged in property investment, investments in securities, money lending, investment holding, Chinese medicine clinic operations and management of the forestlands. For the financial year ended 31 March 2014, the audited consolidated profit attributable to equity holders of Heritage International was HK\$281,025,000 with basic and diluted earnings per share of HK\$0.11. As at 31 March 2014, its audited consolidated net assets attributable to the equity holders was HK\$1,509,074,000.
- (iii) Starfame Investments Limited (“Starfame”) is a private company incorporated in British Virgin Islands and is principally engaged in investment holding and wholesale and distribution of products encompassing various aspects of production and livelihood. For the financial year ended 31 December 2013, the unaudited consolidated profit attributable to equity holders of Starfame was approximately HK\$28.9 million. As at 31 March 2014, its unaudited consolidated net assets attributable to the equity holders was approximately HK\$81.9 million.
- (iv) Willie International Holdings Limited (“Willie International”) was incorporated in Hong Kong and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 273). Willie International is principally engaged in trading of investments, provision of financial services, property investment and investment holding. For the six months ended 30 June 2014, the unaudited consolidated profit attributable to equity holders of Willie International was HK\$454,627,000 with basic and diluted earnings per share of HK\$0.88. As at 30 June 2014, its unaudited consolidated net assets attributable to the equity holders was HK\$2,268,831,000.

- (v) Forefront Group Limited (“Forefront”) was incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 885). Forefront is principally engaged in provision of logistic services in Hong Kong and the PRC, properties investment, securities trading and money lending business. For the six months ended 30 June 2014, the unaudited consolidated profit attributable to equity holders of Forefront was HK\$593,552,000 with basic and diluted earnings per share of HK\$0.82. As at 30 June 2014, its unaudited consolidated net assets attributable to the equity holders was HK\$1,533,842,000.
- (vi) Poly Capital Holdings Limited (“Poly Capital”) was incorporated in Bermuda and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1141). Poly Capital is principally engaged in supply and procurement of commodities, provision of finance and securities investment. For the financial year ended 31 March 2014, the audited consolidated profit attributable to equity holders of Poly Capital was HK\$417,083,000 with basic and diluted earnings per share of HK13.85 cents and HK13.71 cents respectively. As at 31 March 2014, its audited consolidated net assets attributable to the equity holders was HK\$1,593,425,000.
- (vii) Mascotte Holdings Limited (“Mascotte”) was incorporated in Bermuda and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 136). Mascotte is principally engaged in manufacturing of solar grade polycrystalline silicon, investment and trading of securities, loan financing, holding properties for rental and capital appreciation, manufacturing and sale of accessories for photographic products. For the financial year ended 31 March 2014, the audited consolidated loss attributable to equity holders of Mascotte was HK\$545,696,000 with basic and diluted loss per share of HK\$0.04. As at 31 March 2014, its audited consolidated net liabilities attributable to the equity holders was HK\$99,927,000.
- (viii) Rising Development Holdings Limited (“Rising Development”) was incorporated in Bermuda and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1004). Rising Development is principally engaged in share investment, trading of fur garment and skins and business of mining natural resources and solar energy. For the financial year ended 31 March 2014, the audited consolidated loss attributable to equity holders of Rising Development was HK\$118,084,000 with basic and diluted loss per share of HK8.44 cents. As at 31 March 2014, its audited consolidated net assets attributable to the equity holders was HK\$780,607,000.
- (ix) Gain All Investments Limited (“Gain All”) is a private company incorporated in British Virgin Islands and is principally engaged in investment holding. For the financial period ended 31 March 2013, the audited net loss attributable to equity holders of Gain All was HK\$137,124. As at 31 March 2013, its audited net liabilities attributable to the equity holders was HK\$137,116. As at 30 June 2014, the recoverable amount of Gain All has been assessed by the Directors with reference to latest available financial information of Gain All as at 31 March 2014.
- (x) Pacific Century Regional Developments Limited (“Pacific Century”) is listed on the Singapore Exchange Securities Trading Limited (SGX: P15) and is incorporated and domiciled in Singapore. Pacific Century is principally engaged in investment holding, business management and consultancy services. For the six months ended 30 June 2014, the unaudited consolidated profit attributable to equity holders of Pacific Century was SG\$36,313,000 with basic and diluted earnings per share of SG1.193 cents. As at 30 June 2014, its unaudited consolidated net assets attributable to the equity holders was SG\$854,368,000.

Pursuant to the requirements stipulated in Rule 21.12 of the Listing Rules, the Company did not make any provision for diminution in value of investments of the Group as at 30 June 2014.

RESPONSIBILITY STATEMENT

This circular, for which the Directors and all the directors of the Investment Manager 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 and directors of the Investment Manager, having made all reasonable enquiries, confirm that, to the best of 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.

NOTICE OF EXTRAORDINARY 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 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 at 4:00 p.m. on Monday, 29 September 2014 for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** upon the recommendation of the directors (the “**Directors**”) of the Company and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting listing of, and permission to deal in, the Bonus Shares (as defined in paragraph (a) of this resolution below) to be issued pursuant to this resolution:

- (a) an amount standing to the credit of the share premium account of the Company as would be required to be applied in paying up in full at par new ordinary shares (the “**Share(s)**”) of HK\$0.002 par value each in the capital of the Company, such Shares, credited as fully paid, to be allotted and distributed (subject as to paragraph (b) below) among members of the Company whose names appear on the register of members of the Company on Friday, 10 October 2014 (the “**Record Date**”) in the proportion of four (4) new Shares (the “**Bonus Shares**”) for every one (1) existing Share then held, be capitalised and applied in such manner (the “**Bonus Issue**”) and the Directors be and are hereby authorised to allot and issue such Bonus Shares;
- (b) the Bonus Shares to be issued and allotted pursuant to paragraph (a) above shall, subject to the memorandum and articles of association of the Company, rank *pari passu* in all respects with the existing Shares in issue as at the Record Date; and
- (c) the Directors be and are hereby authorised to do all acts and things as may be necessary and expedient in connection with the issue of the Bonus Shares, including but not limited to determining the amount to be capitalised out of the share premium account of the Company and the number of Bonus Shares to be issued, allotted and distributed in the manner referred to in paragraph (a) of this resolution.”

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, 12 September 2014

NOTICE OF EXTRAORDINARY 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 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. A proxy need not be a member of the Company. 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 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 extraordinary 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. CHOI Ka Wing
Mr. SHIMAZAKI Koji

Independent non-executive Directors

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