
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 stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Unlimited Creativity Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser or transferee.

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UNLIMITED CREATIVITY HOLDINGS LIMITED
無限創意控股有限公司

(Continued into Bermuda with limited liability)

(Stock code: 8079)

**REFRESHMENT OF GENERAL MANDATE
AND
NOTICE OF SPECIAL GENERAL MEETING**

Financial Adviser to Unlimited Creativity Holdings Limited



**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



BRIDGE PARTNERS CAPITAL LIMITED

A letter from the Independent Board Committee (as defined in this circular) is set out on page 13 of this circular. A letter from Bridge Partners Capital Limited, the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders (as defined in this circular), is set out from pages 14 to 23 of this circular.

A notice convening the special general meeting of the Company to be held at 1/F., Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong, on Friday, 15 April 2011 at 4:30 p.m. or any adjournment is set out from pages 24 to 26 of this circular. A form of proxy for the special general meeting is enclosed. Whether or not you are able to attend the special general meeting in person, you are requested to complete and return the accompanying form of proxy to the Company’s share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special general meeting of the Company. Completion and return of the form of proxy shall not preclude you from attending and voting at the special general meeting of the Company should you so wish.

This circular will remain on the “Listed Company Information” page of the website of GEM at www.hkgem.com for at least 7 days from the date of its posting and on the Company’s website at www.ulcreativity.com.

28 March 2011

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“associate(s)”	has the meaning as ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	Unlimited Creativity Holdings Limited, an exempted company continued into Bermuda with limited liability and the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Existing General Mandate”	the general mandate granted at the Previous SGM to the Directors by the Shareholders to issue, allot and deal with up to 85,466,826 Shares, representing 20% of the issued share capital of the Company as at the date of the Previous SGM
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	comprises all independent non-executive Directors, namely Mr. Hung Anckes Yau Keung, Dr. Siu Yim Kwan, Sidney and Mr. Tsui Pui Hung, Walter, to advise the Independent Shareholders in respect of the Refreshment of General Mandate
“Independent Financial Adviser”	Bridge Partners Capital Limited, a corporation licensed to carry on type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO to advise the Independent Board Committee and the Independent Shareholders in respect of the Refreshment of General Mandate

DEFINITIONS

“Independent Shareholder(s)”	any Shareholders other than the controlling Shareholders and their associates or, if there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates
“Latest Practicable Date”	24 March 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“New General Mandate”	the general mandate proposed to be granted to the Directors at the SGM to issue, allot and deal with new Shares not exceeding 20% of the entire issued share capital of the Company as at the date of the SGM
“Previous AGM”	the annual general meeting of the Company held on 4 August 2010 for the then shareholders of the Company to approve, among other things, the previous existing general mandate
“Previous SGM”	the special general meeting of the Company held on 7 December 2010 for the then independent shareholders of the Company to approve, among other things, the Existing General Mandate
“Property”	the property located at 1st Floor and 2nd Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong together with external wall area I, II and III acquired by Top Euro Limited, an indirect wholly-owned subsidiary of the Company, pursuant to an acquisition agreement dated 24 April 2010. (details of which are set out in an announcement of the Company dated 26 April 2010)
“Refreshment of General Mandate”	the proposed refreshment of the Existing General Mandate and the grant of the New General Mandate at the SGM
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“SGM”	the special general meeting of the Company to be convened on Friday, 15 April 2011, to consider and, if thought fit, to approve the Refreshment of General Mandate
“Share(s)”	ordinary shares(s) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Share Consolidation”	the share consolidation of every ten (10) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company into one (1) consolidated share of HK\$0.1 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

LETTER FROM THE BOARD

UNLIMITED CREATIVITY HOLDINGS LIMITED 無限創意控股有限公司

(Continued into Bermuda with limited liability)

(Stock code: 8079)

Executive Directors:

Mr. Shiu Yeuk Yuen

Mr. Leung Ge On Andy

Independent non-executive Directors:

Mr. Hung Anckes Yau Keung,

F CPA (Practising), FCCA, CICPA, CGA

Dr. Siu Yim Kwan, Sidney, *S.B.St.J.*

Mr. Tsui Pui Hung, Walter,

LL.B. (Hons), LL.M, BSc (Hons)

Registered office:

Canon's Court

22 Victoria Street

Hamilton HM 12

Bermuda

*Head office and principal place of
business in Hong Kong:*

1/F. & 2/F.

Morrison Plaza

9 Morrison Hill Road

Wanchai

Hong Kong

28 March 2011

To the Shareholders of the Company

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE AND NOTICE OF SPECIAL GENERAL MEETING

INTRODUCTION

The purposes of this circular are to (i) provide you with the information relating to the Refreshment of General Mandate; (ii) set out the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Refreshment of General Mandate; (iii) set out the recommendation from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Refreshment of General Mandate; and (iv) provide the Shareholders with the notice of SGM, at which an ordinary resolution will be proposed to the Independent Shareholders to consider and, if thought fit, approve the Refreshment of General Mandate.

LETTER FROM THE BOARD

REFRESHMENT OF GENERAL MANDATE

Background of the Refreshment of General Mandate

At the Previous AGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the previous existing general mandate to issue, allot and deal with not more than 712,668,260 shares of the Company before the Share Consolidation (equivalent to 71,266,826 Shares), being 20% of the entire issued share capital of the Company of 3,563,341,300 shares of the Company before Share Consolidation (equivalent to 356,334,130 Shares) as at the date of the Previous AGM.

Furthermore, at the Previous SGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate to issue, allot and deal with not more than 85,466,826 Shares, being 20% of the entire issued share capital of the Company of 427,334,130 Shares as at the date of the Previous SGM.

From the date of the granting of the Existing General Mandate to the Latest Practicable Date, the Existing General Mandate had been utilised as to 85,000,000 Shares, representing approximately 99.45% of the aggregate number of Shares which were issued and allotted under the Existing General Mandate.

As set out in an announcement of the Company dated 18 January 2011 (the “**Announcement**”), 85,000,000 Shares were issued under the Existing General Mandate as a result of the placing of 85,000,000 Shares pursuant to the placing agreement dated 18 January 2011 (the “**Placing**”). As stated in the Announcement, the net proceeds from the Placing were approximately HK\$13.70 million and the Directors intended to apply them for general working capital of the Group and/or possible investment in the future when opportunities arise.

Reasons for the Refreshment of General Mandate

The Group is principally engaged in the retails of beauty products, provision of beauty services, clinical services in Hong Kong and Macau, property investment, money lending business and securities investment in Hong Kong.

Since the granting of the Existing General Mandate at the Previous SGM, there has been no refreshment of the Existing General Mandate. Therefore, after the Placing, only 466,826 additional Shares can be issued under the Existing General Mandate. The Directors consider that there are possibilities that the Group would identify suitable investment opportunities, including but not limited to securities investment, before the next annual general meeting of the Company which may require equity financing and the issue of additional Shares exceeding the amount as allowed under the Existing General Mandate. As at the Latest Practicable Date, the Directors had not made any decisions on any investment opportunities. The Company shall comply with the relevant disclosure requirement under the GEM Listing Rules at all times. Further announcement(s) will be made as and when appropriate in accordance with the GEM Listing Rules.

LETTER FROM THE BOARD

The Board considers that (i) the Refreshment of General Mandate will enable the Group to conduct fund raising activities as and when opportunities arise; and (ii) granting of specific mandate is subject to the approval of the independent Shareholders which may cause undue delay if the Group wishes to carry out timely acquisitions. Although the Group may raise fund through open offer or rights issue which allow the Shareholders to maintain their respective pro-rata shareholdings in the Company, relatively longer time frame is required and such fund raising methods do not provide the Company with the flexibility to issue and allot new Shares as consideration for potential investment in the future as and when such opportunities arise. The Board considers that it is in the best interests of the Company to have additional options when considering fund raising activities in the future. The Company considers that it is important for the Company to have flexibility on conducting fund raising activities as and when opportunities arise. As such, the Refreshment of General Mandate is essential for the Group to conduct fund raising activities in a timely manner. In fact, the Company has always been assessing the capital required to support and settle partly or all of its business opportunities as well as general working capital of the Group and the possible need of funds in case if any investment opportunities arise.

In conclusion, in view of the possible future funding needs of the Group for future development and possible investment when opportunities arise, the Board considers equity financing to be an important avenue of resources to the Group since equity financing does not create any interest paying obligations on the Group and is relatively less time consuming than raising funds by way of rights issue or open offer. The Board will also consider other financing methods such as debt financing or internal cash resources to fund its future business development in appropriate circumstances.

The Directors will in any event exercise due and careful consideration when choosing the best method of financing for the Group. Given that (i) the Group may miss any funding opportunities if it cannot respond promptly to market conditions; and (ii) the Refreshment of General Mandate will provide the Group with an additional alternative and the flexibility in deciding the best financing method for its future business development, the Directors consider that the Refreshment of General Mandate is in the best interests of the Company and the Shareholders as a whole. Although the Directors have no concrete plan for exercising the Refreshment of General Mandate to issue and allot Shares at the moment, the Board believes that the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole by virtue of maintaining the financial flexibility for the Group's future business development and opportunities of funding which may be urgent and may arise at any time.

LETTER FROM THE BOARD

Fund raising activities of the Company in the past twelve months

Set out below is the fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

Date of announcement	Event	Net Proceeds	Intended use of proceeds	Actual use of proceeds
18 January 2011	Placing of 85,000,000 new Shares	Approximately HK\$13.70 million	For general working capital of the Group and/or possible investment in the future when opportunities arise	(i) Approximately HK\$0.70 million was used for general working capital; and (ii) approximately HK\$13 million was deposited at bank for general working capital of the Group and/or possible investment, including but not limited to securities investment and property investments, in the future when opportunities arise
8 December 2010	Placing of 85,000,000 new Shares	Approximately HK\$21.35 million	For general working capital of the Group and/or possible investment in the future when opportunities arise	The placing was terminated on 31 December 2010

LETTER FROM THE BOARD

Date of announcement	Event	Net Proceeds	Intended use of proceeds	Actual use of proceeds
15 September 2010	Placing of 71,000,000 new Shares	Approximately HK\$13.88 million	For general working capital of the Group and payment of the Property	Approximately HK\$13.88 million was used for payment of the Property
14 April 2010	Proposed placing of 4,000,000,000 shares of the Company before the Share Consolidation on a best effort basis, of which 1,200,000,000 shares of the Company before the Share Consolidation had been placed on 9 June 2010 and the remaining balance of the placing had been lapsed on 20 August 2010	Approximately HK\$58 million	For general working capital of the Group and payment of the Property	(i) Approximately HK\$9 million was used for the repayment of the mortgage in relation to existing properties; (ii) approximately HK\$10 million was used for payment of the Property; and (iii) approximately HK\$39 million was used for general working capital of the Group, including but not limited to salaries, rent, rates and management fee, advertising, sundry and miscellaneous expenses, to facilitate the operation of the Group The Company did not change the use of the said proceeds.

Save and except for the above, the Company had not conducted any other fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

LETTER FROM THE BOARD

Potential dilution to shareholding of the existing public Shareholders

Table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the New General Mandate (assuming no other Shares are issued or repurchased by the Company):

Shareholders	Shareholding in the Company as at the Latest Practicable Date		Shareholding in the Company upon full utilisation of the New General Mandate (assuming no other Shares are issued or repurchased by the Company)	
			Number of	
	Number of Shares	%	Shares	%
Mr. Shiu Yeuk Yuen and his associate (<i>Notes 1, 2 & 3</i>)	4,201,170	0.80	4,201,170	0.67
Mr. Leung Ge On Andy (<i>Note 1</i>)	4,200,000	0.80	4,200,000	0.66
Heavenly Blaze Limited (<i>Notes 2 & 3</i>)	770,558	0.15	770,558	0.12
Public	517,262,402	98.25	517,262,402	81.88
Shares issued under the New General Mandate	—	—	105,286,826	16.67
Total	<u>526,434,130</u>	<u>100</u>	<u>631,720,956</u>	<u>100</u>

Notes:

- Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy are the executive Directors.
- Heavenly Blaze Limited is beneficially owned as to (i) 46% by Mr. Shiu Stephen Junior, son of Mr. Shiu Yeuk Yuen (being the executive Director); (ii) 34% by Mr. Shiu Yeuk Yuen and Ms. Siu York Chee (who are the trustees of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound, daughters of Mr. Shiu Yeuk Yuen), together holding on behalf of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound; (iii) 16% by Ms. Shiu Ting Yan, Denise, daughter of Mr. Shiu Yeuk Yuen; (iv) 1% by Mr. Cheng Jut Si; and (v) 3% by One Dollar Productions Limited which is beneficially owned as to 25% by Mr. Shiu Stephen Junior; and 75% by Ms. Hau Lai Mei, the step-mother of Mr. Shiu Stephen Junior.
- Ms. Hau Lai Mei, the spouse of Mr. Shiu Yeuk Yuen, holds 1,170 Shares.

LETTER FROM THE BOARD

The table above illustrates that the shareholding of the existing public Shareholders would decrease from approximately 98.25% as at the Latest Practicable Date to approximately 81.88% upon full utilisation of the New General Mandate (assuming no other Shares are issued or repurchased by the Company). Such potential dilution to the shareholding of the existing public Shareholders represents a dilution of approximately 16.37 percentage point.

GENERAL

As at the Latest Practicable Date, the issued share capital of Company was consisted of 526,434,130 Shares. An ordinary resolution will be proposed to the Independent Shareholders to approve the Refreshment of General Mandate to authorise the Directors to issue, allot and deal with the new Shares, being the number of Shares not exceeding 20% of the issued share capital of the Company as at the date of the SGM for passing such resolution.

The Refreshment of General Mandate will, if approved at the SGM, remain effective until the earliest 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 to be held in accordance with Bermuda law or the Bye-Laws; and (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting.

The Independent Board Committee, comprising Mr. Hung Anckes Yau Keung, Dr. Siu Yim Kwan, Sidney and Mr. Tsui Pui Hung, Walter, all being the independent non-executive Directors, has been formed to advise the Independent Shareholders on the Refreshment of General Mandate. Bridge Partners Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard. The text of the letter from the Independent Board Committee is set out on page 13 of this circular and the letter from the Independent Financial Adviser containing its advice is set out from pages 14 to 23 of this circular.

Pursuant to Rules 17.42A(1) and 17.47(4)(b) of the GEM Listing Rules, the Refreshment of General Mandate requires the approval of the Independent Shareholders at the SGM taken on a vote by way of poll. As at the Latest Practicable Date, there was no controlling Shareholder. As at the Latest Practicable Date, Mr. Shiu Yeuk Yuen, being the executive Director, held 4,200,000 Shares, representing approximately 0.80% of the total issued share capital of the Company. In addition, Ms. Hau Lai Mei, (the spouse of Mr. Shiu Yeuk Yuen) held 1,170 Shares. Mr. Leung Ge On Andy, being the executive Director, held 4,200,000 Shares, representing approximately 0.80% of the total issued share capital of the Company. Heavenly Blaze Limited also held 770,558 Shares, representing approximately 0.15% of the total issued share capital of the Company. Heavenly Blaze Limited is beneficially owned as to (i) 46% by Mr. Shiu Stephen Junior, son of Mr. Shiu Yeuk Yuen; (ii) 34% by Mr. Shiu Yeuk Yuen and Ms. Siu York Chee together holding on behalf of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound, daughters of Mr. Shiu Yeuk Yuen; (iii) 16% by Ms. Shiu Ting Yan, Denise, daughter of Mr. Shiu Yeuk Yuen; (iv) 1% by Mr. Cheng Jut Si; and (v) 3% by One Dollar Productions

LETTER FROM THE BOARD

Limited which is beneficially owned as to 25% by Mr. Shiu Stephen Junior; and 75% by Ms. Hau Lai Mei, the step-mother of Mr. Shiu Stephen Junior. In addition, Ms. Siu York Chee and Mr. Shiu Yeuk Yuen are the trustees of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound. Therefore, Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy, and their respective associates shall abstain from voting in favour of the ordinary resolution to approve the Refreshment of General Mandate at the SGM.

As of the date hereof, Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy, and their respective associates have indicated that they have no intention to vote against the ordinary resolution to approve the Refreshment of General Mandate at the SGM.

THE SGM

A notice for convening the SGM is set out from pages 24 to 26 of this circular. The SGM will be convened for the purpose of considering and, if thought fit, passing the ordinary resolution to approve the Refreshment of General Mandate. A form of proxy for use at the SGM is enclosed with this circular.

Whether or not you are able to attend the SGM in person, you are requested to complete and return the accompanying form of proxy to the Company's share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM. Completion and return of the form of proxy shall not preclude you from attending and voting at the SGM (or any adjourned meeting thereof) should you so wish. The voting at the SGM will be taken by way of poll. An announcement will be made by the Company following the conclusion of the SGM to inform you of its results.

RECOMMENDATION

Your attention is drawn to the letter from the Independent Financial Adviser set out from pages 14 to 23 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders in connection with the Refreshment of General Mandate and the principal factors and reasons it has taken into account in arriving at its recommendation.

The Independent Board Committee, having taken into account the advice of the Independent Financial Adviser, considers that the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of the Refreshment of General Mandate are fair and reasonable so far as the Independent Shareholders are concerned, and accordingly recommends the Independent Shareholders to vote in favour of the relevant ordinary resolution to be proposed at the SGM for approving the Refreshment of General Mandate. The full text of the letter from the Independent Board Committee is set out on page 13 of this circular.

LETTER FROM THE BOARD

The Directors consider that the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of the Refreshment of General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the relevant ordinary resolution to be proposed at the SGM to approve the Refreshment of General Mandate.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 of
Unlimited Creativity Holdings Limited
Shiu Yeuk Yuen
Chairman

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

UNLIMITED CREATIVITY HOLDINGS LIMITED
無限創意控股有限公司

(Continued into Bermuda with limited liability)

(Stock code: 8079)

28 March 2011

To the Independent Shareholders

Dear Sirs,

REFRESHMENT OF GENERAL MANDATE

We refer to the circular of the Company dated 28 March 2011 (the “**Circular**”) of which this letter forms part. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the Circular.

We have been appointed by the Board to advise the Independent Shareholders as to whether the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole and whether the terms of the Refreshment of General Mandate are fair and reasonable so far as the Independent Shareholders are concerned.

Having considered the principal reasons and factors considered by, and the advice of the Independent Financial Adviser as set out in its letter of advice from pages 14 to 23 of the Circular, we are of the opinion that the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole and the terms of the Refreshment of General Mandate are fair and reasonable so far as the Independent Shareholders are concerned. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Refreshment of General Mandate.

Yours faithfully

For and on behalf of the Independent Board Committee

Mr. Hung Anckes Yau Keung

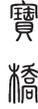
Dr. Siu Yim Kwan, Sidney

Mr. Tsui Pui Hung, Walter

Independent Non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of a letter of advice to the Independent Board Committee and the Independent Shareholders from the Independent Financial Adviser relating to the Refreshment of General Mandate for the purpose of inclusion in this circular:



BRIDGE PARTNERS

BRIDGE PARTNERS CAPITAL LIMITED

Bridge Partners Capital Limited
Unit 605, 6/F, Grand Millennium Plaza
181 Queen's Road Central
Central, Hong Kong

28 March 2011

*To: The independent board committee and the independent shareholders
of Unlimited Creativity Holdings Limited*

Dear Sirs,

REFRESHMENT OF GENERAL MANDATE

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in connection with the Refreshment of General Mandate, details of which are set out in the "Letter from the Board" contained in the circular dated 28 March 2011 (the "Circular"), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless the context requires otherwise.

Pursuant to Rule 17.42A(1) of the GEM Listing Rules, any controlling Shareholders and their associates, or where there is no controlling Shareholder, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution(s) regarding the Refreshment of General Mandate to be proposed at the SGM. As at the Latest Practicable Date, there is no controlling Shareholder. The Directors (excluding the independent non-executive Directors) and the chief executive of the Company and their respective associates will abstain from voting in favour of the relevant resolution(s) regarding the Refreshment of General Mandate. Pursuant to Rule 17.47(4) of the GEM Listing Rules, the vote of the Independent Shareholders in respect of the Refreshment of General Mandate at the SGM will be taken by way of poll.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at the Latest Practicable Date, Mr. Shiu Yeuk Yuen, being the executive Director, held 4,200,000 Shares, representing approximately 0.80% of the total issued share capital of the Company. In addition to this, Ms. Hau Lai Mei (the spouse of Mr. Shiu Yeuk Yuen) held 1,170 Shares. Mr. Leung Ge On Andy, being the executive Director, held 4,200,000 Shares, representing approximately 0.80% of the total issued share capital of the Company. As at the Latest Practicable Date, Heavenly Blaze Limited held 770,558 Shares, representing approximately 0.15% of the total issued share capital of the Company. Heavenly Blaze Limited is beneficially owned as to (i) 46% by Mr. Shiu Stephen Junior, son of Mr. Shiu Yeuk Yuen; (ii) 34% by Mr. Shiu Yeuk Yuen and Ms. Siu York Chee together holding on behalf of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound, daughters of Mr. Shiu Yeuk Yuen; (iii) 16% by Ms. Shiu Ting Yan, Denise, daughter of Mr. Shiu Yeuk Yuen; (iv) 1% by Mr. Cheng Jut Si; and (v) 3% by One Dollar Productions Limited which is beneficially owned as to 25% by Mr. Shiu Stephen Junior; and 75% by Ms. Hau Lai Mei, the step-mother of Mr. Shiu Stephen Junior. In addition, Ms. Siu York Chee and Mr. Shiu Yeuk Yuen are the trustees of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound. Therefore, Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy, and their respective associates shall abstain from voting in favour of the ordinary resolution to approve the Refreshment of General Mandate at the SGM.

An Independent Board Committee comprising Mr. Hung Anckes Yau Keung, Dr. Siu Yim Kwan, Sidney and Mr. Tsui Pui Hung, Walter (all being independent non-executive Directors) has been established to advise the Independent Shareholders as to whether the Refreshment of General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Independent Shareholders as a whole.

BASIS OF OUR OPINION

In formulating our advice and recommendation to the Independent Board Committee and the Independent Shareholders, we have relied on the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors and the management of the Company. We have assumed that all information and representations that have been provided by the Directors and the management of the Company, for which they are solely and wholly responsible, are true, accurate and complete in all material respects and not misleading or deceptive at the time when they were made and continue to be so as at the Latest Practicable Date. We have also assumed that all statements of belief, opinion, expectation and intention made by the Directors in the Circular were reasonably made after due enquiries and careful considerations. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the opinions expressed by the Company, its advisers and/or the Directors, which have been provided to us. We consider that we have received sufficient information to enable us to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular to provide a reasonable basis for our opinions and recommendations.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The Directors have collectively and individually accepted full responsibility, includes particulars given in compliance with the GEM Listing Rules, for the purpose of giving information with regard to the Company. The Directors have confirmed, having made all reasonable enquiries, which to the best of their knowledge and belief, the information contained in the 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 the Circular misleading.

We consider that we have been provided sufficient information to reach an informed view and to provide a reasonable basis for our recommendation. We have not, however, conducted any independent in-depth investigation into the business and affairs of the Company, or their respective subsidiaries or associates.

This letter is issued to the Independent Board Committee and the Independent Shareholders solely in connection with their consideration of the Refreshment of General Mandate, and, except for its inclusion in the Circular, is not to be quoted or referred to, in whole or in part, nor shall this letter be used for any other purpose without our prior written consent.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and advice on the Refreshment of General Mandate, we have taken into consideration the following principal factors and reasons:

(1) Background of the Refreshment of General Mandate

The Company and its subsidiaries are principally engaged in the retails of beauty products, provision of beauty services, clinical services in Hong Kong and Macau, property investment, money lending business and securities investment in Hong Kong.

At the Previous AGM, the Shareholders approved, among other things, an ordinary resolution to grant to the Directors the previous existing general mandate to issue, allot and deal with not more than 712,668,260 shares of the Company before the Share Consolidation (equivalent to 71,266,826 Shares), being 20% of the entire issued share capital of the Company of 3,563,341,300 shares of the Company before Share Consolidation (equivalent to 356,334,130 Shares) as at the date of the Previous AGM.

At the Previous SGM held on 7 December 2010, the Independent Shareholders approved, among other things, an ordinary resolution to grant to the Directors the Existing General Mandate to issue, allot and deal with not more than 85,466,826 Shares, being 20% of the entire issued share capital of the Company of 427,334,130 Shares as at the date of the Previous SGM.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at the Latest Practicable Date, the Existing General Mandate had almost been fully utilized as a result of the placing of 85,000,000 Shares (the “Placing”) to not less than six Places in January 2011. The Company raised the net proceeds of approximately HK\$13.70 million from the Placing and intended to apply such net proceeds for general working capital of the Group and/or possible investment in the future when opportunities arise. The Placing was completed on 26 January 2011. Accordingly, the Existing General Mandate has been utilized as to approximately 99.45% as at the Latest Practicable Date and only 466,826 Shares can be issued under the Existing Issue Mandate.

As at the Latest Practicable Date, the Company had 526,434,130 Shares in issue. On the basis that no new Share(s) would be issued or no Share(s) being repurchased by the Company from the Latest Practicable Date up to the date of the SGM, the Refreshment of General Mandate would allow the Directors to issue, allot and deal with up to 105,286,826 new Shares, representing 20% of the aforesaid issued share capital of the Company.

(2) Flexibility in financing

Upon our enquiry, the Directors confirmed that the Group had approximately HK\$27 million of cash and bank deposits as at 28 February 2011. The Directors consider that equity financing is an important avenue of resources to the Group since equity financing does not create any interest paying obligations on the Group and is relatively less time consuming than raising funds by way of rights issue or open offer. In addition, the Directors will in any event exercise due and careful consideration when choosing the best method of financing for the Group. We are of the view that the equity financing such as issuance of new Shares has merits over bank/debt financing to fund the Group’s capital needs as the former will not create any additional interest burden to the Company. Given the financial flexibility available to the Company as discussed above, we are of the opinion that the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole.

(3) Reasons of the Refreshment of General Mandate

According to the “Letter from the Board”, the Directors consider that the Refreshment of General Mandate is in the best interests of the Company and the Shareholders as a whole since (i) the proposed Refreshment of General Mandate will enable the Group to conduct fund raising activities as and when opportunities arise and (ii) granting of specific mandate is subject to the approval of the Independent Shareholders which may cause undue delay if the Group wishes to carry out timely acquisitions.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As advised by the Directors, the Director had not made any decisions on any investment opportunities as at the Latest Practicable Date. However, the Directors consider that additional funding may still be required for financing future investment and/or business development as and when opportunities arise, which may lead to possible shortfall of the working capital requirement of the Group. We concur with the Directors' view that it is in the best interests for the Company to have additional options when considering fund raising activities in the future. As advised by the Directors, the Company has always been assessing the capital required to support and settle partly or all of the business opportunities and scope as well as general working capital of the Group and the possible needs of funds in case of any investment opportunities arise. Although the Directors have no concrete plan for exercising the Refreshment of General Mandate to issue and allot Shares at the moment, the Directors confirm that they will in any event exercise due and careful consideration when choosing the best financing method available for the Group if the Refreshment of General Mandate is granted by the Independent Shareholders.

We consider that the equity financing through utilization of the New General Mandate (i) does not incur any interest payment obligation on the Group as compared with bank financing; (ii) is less costly and time-consuming than raising funds by way of rights issue or open offer and it is not guaranteed that the underwriter could fulfill the capital requirements of the Company; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity as and when it arises. Should the Group seek approval from the Independent Shareholders for granting a specific mandate for any investment which requires issue of new Shares, there is no certainty that such requisite Shareholders' approval could be obtained in a timely manner. Furthermore, we consider that it is not the best way for the Group to incur additional bank borrowings and debt financing as the Group recorded the net loss consecutively for the past few years and the ability to obtain bank borrowings usually depends on the Company's profitability, financial position and the then prevailing market condition. The approval of bank borrowings is also subject to lengthy due diligence and negotiations with the banks.

In view of all the above and, in particular, the importance of financing flexibility for the Company to raise funds for its future business development, we are of the view that the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(4) Equity fund raising activities in the past twelve months

Set out below are the fund raising activities conducted by the Company in the past twelve months prior to the Latest Practicable Date:

Date of announcement	Description of the fund raising activity	Net proceeds raised	Intended use of proceeds	Actual use of proceeds
18 January 2011	Placing of 85,000,000 new Shares	Approximately HK\$13.70 million	For general working capital of the Group and/or possible investment in the future when opportunities arise	(i) Approximately HK\$0.70 million was used for general working capital; and (ii) approximately HK\$13 million was deposited at bank for general working capital of the Group and/or possible investment, including but not limited to securities investment and property investments, in the future when opportunities arise
15 September 2010	Placing of 71,000,000 new Shares	Approximately HK\$13.88 million	For payment of the Property and Group's general working capital	Approximately HK\$13.88 million was used for the payment of the Property
14 April 2010	Proposed placing of 4,000,000,000 shares of the Company before the share consolidation as set out in the announcement of the Company dated 3 August 2010 (the "Share Consolidation") on a best effort basis Placing of 1,200,000,000 shares of the Company before the Share Consolidation had been placed on 9 June 2010 and the placing had been lapsed on 20 August 2010	Approximately HK\$58 million from the placing of 1,200,000,000 shares of the Company before the Share Consolidation	For general working capital of the Group and payment of Property	(i) Approximately HK\$9 million was used for the repayment of the mortgage in relation to existing properties; (ii) approximately HK\$10 million used for the payment of the Property; and (iii) approximately HK\$39 million was used for general working capital of the Group, including but not limited to payment of salaries, rent, rates and management fee, advertising, sundry and miscellaneous expenses, to facilitate the operation of the Group According to the Company, the Company did not change the use of the said proceeds.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Note:

As stated in the announcement of the Company dated 8 December 2010, the Company proposed to place through a placing agent, on a best effort basis, a maximum of 85,000,000 new Shares to not less than six independent placees. However, the aforesaid placing was terminated by the Company and the placing agent on 31 December 2010.

As shown in the table above, the Company has raised an aggregate amount of net proceeds of HK\$85.58 million from three fund raising exercises during the period from April 2010 to the Latest Practicable Date. Among those net proceeds raised, approximately HK\$52.70 million was applied as general working capital (including deposited the fund at bank for general working of the Group and/or possible investment), HK\$23.88 million for payment of the Property and HK\$9 million for repayment of the mortgage in relation to existing properties. According to the latest interim report of the Company, the unaudited cash and cash equivalents of the Company was approximately HK\$36.11 million and the unaudited total bank borrowings of approximately HK\$59.31 million as at 30 September 2010. Despite the fact that the Group had approximately HK\$27 million of cash and bank deposits as at 28 February 2011, there is no certainty that such cash resources will be sufficient for the Group's business development and investment should the opportunities arise until the date of the next annual general meeting of the Company. Furthermore, the Board believes that the Refreshment of General Mandate is in the interests of the Company and the Shareholders in the sense that it provides flexibility for the Group to raise funds for business development and investment. It is also important for the Board to obtain the New General Mandate to conduct fund raising activities in a timely manner in order to capture potential investment opportunities.

In addition, the New General Mandate will, if approved at the SGM, remain effective until the earliest 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 to be held in accordance with Bermuda law or the Company's Bye-Laws; or (iii) its revocation or variation by ordinary resolution of the Shareholders in general meeting of the Company. Such duration is in compliance with the GEM Listing Rules.

Based on the foregoing and the next annual general meeting will not be convened until around August 2011 (which is about five months away from the Latest Practicable Date), we are of the opinion that the Refreshment of General Mandate would provide the Company with the necessary flexibility to fulfill any possible funding needs for the Group's future business development and opportunities of funding which may be urgent and may arise at any time. Consequently, we are of the view that the Refreshment of General Mandate is fair and reasonable so far as the Independent Shareholders are concerned.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(5) Other financing alternatives

As advised by the Directors, apart from equity financing, the Company would also consider various financing methods including bank borrowings or debt financing, such as issue of convertible bonds. However, the ability of the Company to obtain bank borrowings usually depends on the Company's profitability, financial position and the then prevailing market condition. Furthermore, the approval of bank borrowing is subject to lengthy due diligence and negotiations with the banks. Given that the Group has recorded unaudited net loss of HK\$25.43 million for the nine months ended 31 December 2010 and debt financing will incur interest burden on the Company, the Directors consider debt financing to be relatively uncertain, impracticable and time-consuming as compared to equity financing, such as placing of new Shares.

With respect to the other forms of pro-rata equity financing method such as rights issue and open offer, the Directors consider that such pro-rata equity financing would incur substantial costs in form of placing commission or underwriting commission. Although both rights issue and open offer may allow the Shareholders to maintain their respective pro-rata shareholdings in the Company, such fund raising alternatives would be relatively time consuming as compared to the equity financing through issue of new Shares under the general mandate and there would be no certainty that the Company would be able to procure favorable terms in such commercial underwriting. In addition, the negotiations between the Company and the brokerage firms in respect of underwriting exercise may be lengthy and depend on the prevailing market conditions which may or may not arrive at favorable terms for the Shareholders as a whole.

In view of the above, we consider that the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(6) Potential dilution to shareholding of the public Shareholders

The table below sets out the shareholding structure of the Company (i) as at the Latest Practicable Date; and (ii) upon full utilisation of the New General Mandate (subject to the proposed resolution for the Refreshment of General Mandate and assuming no new Share(s) being issued/no Share(s) being repurchased by the Company prior to the SGM):

Shareholders	As at the Latest Practicable Date (Note 1)		Upon full utilization of the New General Mandate (subject to the passing of the proposed resolution for the Refreshment of General Mandate and assuming that no new Share(s) being issued/no Share(s) being repurchased by the Company prior to the SGM)	
	Number of Shares	%	Number of Shares	%
Directors:				
Mr. Shiu Yeuk Yuen and his associate (Notes 1, 2 and 3)	4,201,170	0.80	4,201,170	0.67
Mr. Leung Ge On Andy (Note 1)	4,200,000	0.80	4,200,000	0.66
Heavenly Blaze Limited (Notes 2 and 3)	770,558	0.15	770,558	0.12
Public Shareholders:				
Public Shareholders	517,262,402	98.25	517,262,402	81.88
Shares available to be issued under the New General Mandate	—	—	105,286,826	16.67
Total	<u>526,434,130</u>	<u>100.00</u>	<u>631,720,956</u>	<u>100.00</u>

Notes:

- Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy are the executive Directors.
- Heavenly Blaze Limited is beneficially owned as to (i) 46% by Mr. Shiu Stephen Junior, son of Mr. Shiu Yeuk Yuen; (ii) 34% by Mr. Shiu Yeuk Yuen and Ms. Siu York Chee (an ex-director of the Company who has resigned with effect from 14 January 2011) (who are the trustees of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound, daughters of Mr. Shiu Yeuk Yuen, together holding on behalf of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound; (iii) 16% by Ms. Shiu Ting Yan, Denise, daughter of Mr. Shiu Yeuk Yuen; (iv) 1% by Mr. Cheng Jut Si; and (v) 3% by One Dollar Productions Limited which is beneficially owned as to 25% by Mr. Shiu Stephen Junior; and 75% by Ms. Hau Lai Mei, the step-mother of Mr. Shiu Stephen Junior.
- Ms. Hau Lai Mei, the spouse of Mr. Shiu Yeuk Yuen, holds 1,170 Shares.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The table above illustrates the shareholding of the existing public Shareholders would decrease from approximately 98.25% as at the Latest Practicable Date to approximately 81.88% upon full utilisation of the New General Mandate (assuming no new Share(s) being issued/no Share(s) being repurchased by the Company prior to the SGM), which represents a dilution of approximately 16.37%.

Taken into consideration that the benefits of the Refreshment of General Mandate as mentioned above and the fact that the shareholdings of all Shareholders will be diluted to the same extent upon any utilization of the New General Mandate, we consider that the potential dilution of the shareholdings of the existing public Shareholders upon the utilization of the New General Mandate is acceptable.

RECOMMENDATION

Taken into consideration the reasons for the Refreshment of General Mandate, the flexibility in financing and the fact that shareholdings of all existing public Shareholders would be diluted to the same extent upon any utilization of the New General Mandate, we are of the view that the Refreshment of General Mandate is fair and reasonable so far as the Independent Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders, as well as the Independent Board Committee to advise the Independent Shareholders to vote in favour of the ordinary resolution in relation to the Refreshment of General Mandate at the SGM.

Yours faithfully,
For and on behalf of
Bridge Partners Capital Limited
Monica Lin
Managing Director

NOTICE OF SGM

UNLIMITED CREATIVITY HOLDINGS LIMITED 無限創意控股有限公司

(Continued into Bermuda with limited liability)

(Stock code: 8079)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**Meeting**”) of Unlimited Creativity Holdings Limited (the “**Company**”) will be held at 4:30 p.m. on Friday, 15 April 2011 at 1/F., Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong or any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following ordinary resolution:

ORDINARY RESOLUTION

“**THAT**, to the extent not already exercised, the mandate to issue and allot shares of the Company given to the directors of the Company (the “**Directors**”) at the special general meeting of the Company held on 7 December 2010 be and is hereby revoked and replaced by the mandate **THAT**:

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the Directors during the Relevant Period (as hereafter 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 bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the 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 in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereafter defined); (ii) any Share Option Scheme (as hereafter defined) of the Company; (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or warrants to subscribe for shares of the Company; or (iv) any scrip dividend or other similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company pursuant to the bye-laws of the Company, shall not exceed 20 per cent. of the issued share capital of the Company as at the date of passing of this resolution and the approval in paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF SGM

- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws to be held.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares (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 applicable to the Company); and

“Share Option Scheme” means a share option scheme or similar arrangement for the time being, as varied from time to time, adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person of shares or rights to acquire shares of the Company.”

For and on behalf of the Board of
Unlimited Creativity Holdings Limited
Shiu Yeuk Yuen
Chairman

Hong Kong, 28 March 2011

Registered office:
Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head office and principal place of business
in Hong Kong:*
1/F. & 2/F.
Morrison Plaza
9 Morrison Hill Road
Wanchai
Hong Kong

NOTICE OF SGM

Notes:

1. A form of proxy for use at the Meeting is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the Meeting convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the above Meeting or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person) or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, the most senior shall alone be entitled to vote. For this purpose seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. As of the date of this notice, the Board comprises Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy as executive Directors; Mr. Hung Anckes Yau Keung, Dr. Siu Yim Kwan, Sidney and Mr. Tsui Pui Hung, Walter as independent non-executive Directors.