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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Unlimited Creativity Holdings Limited (無限創意控股有限公司) (the “**Company**”) will be held at 1/F, Morrison Plaza, 9 Morrison Hill Road, Wanchai, Hong Kong, on Wednesday, 24 August 2011, at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as special and ordinary resolutions of the Company:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon, (i) the Listing Committee of the Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited granting or agree to grant the listing of and permission to deal in the Reorganised Shares (as defined below); and (ii) compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (as amended), with effect from 5:00 p.m. on 24 August 2011 (Hong Kong time) or such time or such other date and/or time as the directors of the Company may determine:
 - (a) every ten (10) issued and unissued ordinary shares of par value HK\$0.01 each in the authorised share capital of the Company be consolidated into one (1) ordinary share of par value HK\$0.10 each (the “Consolidated Share(s)”) (the “Share Consolidation”);
 - (b) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.09 on each of the issued Consolidated Shares such that the par value of each of the issued Consolidated Shares be reduced from HK\$0.10 to HK\$0.01 (the “Issued Capital Reduction”) and the par value of all Consolidated Shares in the authorised share capital of the Company be reduced from HK\$0.10 each to HK\$0.01 each, resulting in the reduction of the authorised share capital of the Company from HK\$300,000,000 divided into 3,000,000,000 Consolidated Shares to HK\$30,000,000 divided into 3,000,000,000 ordinary shares of par value HK\$0.01 each (the “Authorised Capital Reduction”);

- (c) the authorised share capital of the Company be increased from HK\$30,000,000 divided into 3,000,000,000 ordinary shares of par value HK\$0.01 each to HK\$300,000,000 divided into 30,000,000,000 ordinary shares of par value HK\$0.01 each (the “Reorganised Shares”) (the “Capital Increase”);
- (d) the amount of credit arising from the Issued Capital Reduction be transferred to the contributed surplus account of the Company and the directors of the Company (the “Directors”) be and are hereby authorised to apply any credit balance in the contributed surplus account of the Company in accordance with the bye-laws of the Company and all applicable laws (including the application of such credit balance to set off against accumulated losses of the Company) (the “Authorisation”); and
- (e) the Directors be and are hereby authorised generally to do all such acts, deeds and things and to sign all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to give effect and implement the Share Consolidation, the Issued Capital Reduction, the Authorised Capital Reduction and the Capital Increase.”

ORDINARY RESOLUTION

2. **“THAT**

- (a) subject to and conditional upon fulfilment of the conditions of the Underwriting Agreement (as defined below), the Rights Issue (as defined below) and the transactions contemplated thereunder be and are hereby approved;

For the purpose of this resolution, “Rights Issue” means the proposed issue by way of rights of not less than 635,634,130 Reorganised Shares and not more than 642,534,130 Reorganised Shares (the “**Rights Shares**”) at a subscription price of HK\$0.15 per Rights Share to the qualifying shareholders (the “**Qualifying Shareholders**”) of the Company whose names appear on the register of members of the Company on Tuesday, 30 August 2011 (Hong Kong time) (the “**Record Date**”) (other than those shareholders (the “**Excluded Shareholders**”) whose addresses on the register of members of the Company are outside Hong Kong on the Record Date and whom the Directors, after making the relevant enquiries, consider their exclusion from the Rights Issue to be necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place) on the basis of ten (10) Rights Shares for every one (1) Reorganised Share then held and otherwise pursuant to and subject to the fulfillment of the conditions set out in the underwriting agreement (the “**Underwriting Agreement**” including all supplemental agreements relating thereto) (a copy of which has been produced to this Meeting marked “A” and initialled by the chairman of this Meeting for the purpose of identification) dated 29 June 2011 and made between the Company, and Kingston Securities Limited and Mr. Shiu Yeuk Yuen as underwriters (the “**Underwriters**”);

- (b) any Director of the Company be and is hereby authorised to allot and issue the Rights Shares pursuant to and in connection with the Rights Issue notwithstanding that (a) the Rights Shares may be offered, allotted or issued otherwise than pro rata to the Qualifying Shareholders and, in particular, the Directors be and are hereby authorised to make such exclusions or other arrangements in relation to fractional entitlements and/or Excluded Shareholders as they deem necessary, desirable or expedient having regard to any restrictions or obligations under the Bye-laws or the laws of, or the rules and regulations of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong; and (b) Rights Shares which would otherwise have been made available for application by the Qualifying Shareholders or the Excluded Shareholders (as the case may be) will be made available for subscription under forms of application for excess Rights Shares;
- (c) the entering into the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Rights Shares, if any, by the Underwriter) be and are hereby approved; and
- (d) any Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Rights Issue or as he/she considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.”

By Order of the Board
Unlimited Creativity Holdings Limited
Shiu Yeuk Yuen
Chairman

Hong Kong, 1 August 2011

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

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

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 branch 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.

As at the date of this notice, the Board comprises Mr. Shiu Yeuk Yuen, Mr. Leung Ge On Andy as executive Directors; Mr. Hung Anckes Yau Keung, Mr. Siu Yim Kwan, Sidney and Mr. Tsui Pui Hung, Walter as independent non-executive Directors.

This notice, 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 notice 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 notice misleading.

This notice will remain on the GEM website at www.hkgem.com on the "Latest Company Notices" page for seven days from the day of its posting and on the website of the Company at www.ulcreativity.com.