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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 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**, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

This circular appears for information only and does not constitute an invitation or offer to shareholders or any other persons to acquire, purchase, or subscribe for securities of the Company.

UNLIMITED CREATIVITY HOLDINGS LIMITED**無限創意控股有限公司***(Continued into Bermuda with limited liability)*

(Stock Code : 8079)

**VERY SUBSTANTIAL DISPOSAL:
DISPOSAL OF PROPERTY
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM of the Company to be held at 1/F, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong on Monday, 23 July 2012 at 4:30 p.m. is set out on pages 25 to 26 of this circular.

Whether or not you intend to attend the SGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or adjournment thereof should you so wish and in such event, the proxy shall be deemed to be revoked.

This circular will remain on the GEM website www.hkgem.com on the "Latest Company Announcement" page for at least 7 days from the date of its posting and on the website of the Company at www.ulcreativity.com.

29 June 2012

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 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 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 have the following meanings:

“Company”	Unlimited Creativity Holdings Limited (Stock code: 8079), a company continued into Bermuda with limited liability, the shares of which are listed on GEM
“Consideration”	HK\$74,000,000 being the consideration for the disposal of the Property
“Director(s)”	the director(s) of the Company
“Disposal”	the disposal of the Property by Top Euro pursuant to the Provisional Agreement
“Formal Agreement”	The formal agreement for sale and purchase of the Property on or before 10 August 2012 and to be entered into between Top Euro and the Purchaser
“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
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party”	Person who or company together with its/their ultimate beneficial owner(s) which, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiry, is third party independent of the Company and its connected person(s)
“Latest Practicable Date”	28 June 2012, being the latest practicable date prior to this circular for ascertaining certain information in this circular
“Mr. Shiu”	Mr. Shiu Yeuk Yuen, the chairman of the Company
“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, External Wall Area II and External Wall Area III
“Provisional Agreement”	the preliminary sales and purchase agreement dated 25 May 2012 entered into between Top Euro and the Purchaser

DEFINITIONS

“Purchaser”	Sure Power Limited, a company incorporated in Hong Kong with limited liability and is an Independent Third Party
“SGM”	the special general meeting of the Company to be held for approving, among others, the disposal of the Property
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Top Euro”	Top Euro Limited, a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“sq. ft.”	square feet

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

Mr. Tsui Pui Hung *LL.B. (Hons), LL.M., BSc (Hons)*

Mr. Kam Tik Lun, *CPA, ACCA, LL.M (ICFL), CIM*

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

No. 9 Morrison Hill Road

Wanchai

Hong Kong

29 June 2012

To the Shareholders

Dear Sir or Madam

VERY SUBSTANTIAL DISPOSAL: DISPOSAL OF PROPERTY AND NOTICE OF SPECIAL GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 28 May 2012 in relation to, among others, the Disposal of the Property.

On 25 May 2012, Top Euro, an indirect wholly-owned subsidiary of the Company and an Independent Third Party entered into a Provisional Agreement regarding the Disposal of the Property for a consideration of HK\$74,000,000. The Disposal as contemplated under the Provisional Agreement constitutes a very substantial disposal of the Company under Chapter 19 of the GEM Listing Rules and is subject to Shareholders' approval at the SGM.

The purposes of this circular is to provide you, among other things, (i) further information on the Disposal; (ii) financial information of the Group; (iii) a valuation report from the valuer; and (iv) the notice of SGM.

LETTER FROM THE BOARD

PROVISIONAL AGREEMENT

Date

25 May 2012

Parties

Vendor : Top Euro

Purchaser : Sure Power Limited, a company incorporated in Hong Kong with limited liability and with principal activity being investment holding. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Purchaser is an Independent Third Party

Top Euro and the Purchaser have not entered into any transactions within the past twelve months that need to be aggregated with the Disposal pursuant to Rules 19.22 of the GEM Listing Rules.

Asset to be disposed of

Pursuant to the Provisional Agreement, Top Euro has agreed to sell to the Purchaser the Property. The Property is located at 1st Floor and 2nd Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong together with External Wall Area I, External Wall Area II and External Wall Area III. It is a commercial property in Wanchai with gross floor area 8,564 sq. ft. and the Property is held by the Group for self-use.

Consideration and payment terms for the Disposal

The consideration for the Disposal of HK\$74,000,000 has been determined after arm's length negotiations between Top Euro and the Purchaser by reference to the prevailing market value of similar properties in the same area.

The consideration for the Disposal is payable to Top Euro in cash in the following manner:

- (i) an initial deposit in the sum of HK\$3,700,000 has been paid by the Purchaser and escorted by the solicitor upon signing of the Provisional Agreement;
- (ii) a further deposit of HK\$3,700,000 will be paid by the Purchaser on or before 10 August 2012; and
- (iii) the remaining balance of HK\$66,600,000 will be paid by the Purchaser upon completion of Disposal.

The deposit as stated in (i) and (ii) above would be released to Top Euro upon the proof to the satisfaction of the Purchaser's solicitors that the balance of purchase price is sufficient to discharge the existing charge, if any, in respect of the Property.

LETTER FROM THE BOARD

Condition

Completion of the Disposal shall be conditional upon and subject to the passing by the Shareholders of the Company, at SGM to be convened and held of an ordinary resolution to approve the Provisional Agreement and the Formal Agreement, if applicable, and the transactions contemplated thereunder in accordance with the GEM Listing Rules.

If the above condition cannot be fulfilled on or before 9 August 2012, the Provisional Agreement will become null and void whereupon Top Euro shall be entitled forthwith to annul the Disposal and the initial deposit and/or the further deposit shall be refunded to the Purchaser without interest or compensation whatsoever and except stated below, the Purchaser shall not be entitled to any claim or relief or to enforce specific performance against Top Euro.

Top Euro agreed with the Purchaser that the Property shall not be disposed within one and a half year after the Provisional Agreement would become null and void.

Mr. Shiu provided a personal undertaking to the Purchaser in relation to the disposal of the Property to ensure Top Euro complying with the terms of the Provisional Agreement.

Date for entering into the Formal Agreement

On or before 10 August 2012, subject to Shareholders' approval at the SGM.

Completion of the Disposal

Completion of the Disposal will take place on or before 31 January 2013.

REASONS FOR THE DISPOSAL

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

The Property was purchased in April 2010 at a consideration of HK\$51,000,000 and the completion of the Property is in October 2010. After the purchase, the Property was used and occupied by the Group as head office and principal place of business and the Property did not generate any profit during the period of occupation. As such no information relating to the net profits attributable to the Property for the two financial years immediately preceding the Disposal is disclosed in this circular.

As a result of Disposal, the Company is seeking for a suitable replacement premises to meet its operation needs, including but not limited to lease or purchase another premises as head office and principal place of business. As at the Latest Practicable Date, there is no concrete plan for the Company yet. The Directors consider that there will be no difficulty for the Company to identify appropriate office.

Given that the recent real property market in Hong Kong has been very buoyant and the value of the Property has appreciated significantly, the Directors consider that it is in the interests of the Company and its Shareholders to dispose of the Property capitalising on favourable market conditions to realise capital gain and enhance the working capital of the Group.

LETTER FROM THE BOARD

The Directors consider that the Provisional Agreement is entered into under normal commercial terms following arm's length negotiations between the Group and the Purchaser and that the terms of the Provisional Agreement are fair and reasonable so far as the interests of the Company and the Shareholders as a whole are concerned.

FINANCIAL EFFECT OF THE DISPOSAL AND INTENDED USE OF PROCEEDS

It is estimated that, upon Completion, it is estimated that the Group will record an unaudited gain of approximately HK\$6,010,000 from the Disposal which is calculated based on the consideration of HK\$74,000,000 minus the estimated transaction costs (including the real estate agent commission, legal costs, printer fees and all relevant expenses) of HK\$990,000 and the audited carrying value of the Property of HK\$67,000,000 as at 31 March 2012. By considering the cash proceeds, net of the mortgage associated with the Property of approximately HK\$17,938,000, the total assets of the Group will decrease by approximately HK\$11,928,000 while the total liabilities of the Group will decrease by approximately HK\$17,938,000 as a result of the Disposal.

The Board intends to apply the net proceeds of approximately HK\$55,072,000 (after deduction of the real estate agent commission, legal costs, printer fees, mortgage and all relevant expenses) from the Disposal as general working capital of the Group, including future investment(s) which may or may not be in the principal line of business of the Group. It has been the Group's strategy to seek for investments from time to time with a view to diversifying its business scope and widening its revenue base. To diversify the business scope and expanding the income source of the Group, the Board will continue to seek potential investment opportunities that can enhance the profitability and maximize the value of the Group in order to reward the shareholders for their long term and strong support. In determining the future investments, the Board will also consider the factors including but not limited to the prospect, business nature and market situation of such investment. The Company had neither identified any potential investment nor was under negotiation for any such potential investment. The Company will keep on running its existing businesses in property investment, clinical services, beauty services and sale of beauty products, securities investment and will apply more resources to its money lending business. The Group will also actively seek appropriate investment opportunities in order to maximise return for the Shareholders and further announcement(s) will be made as and when appropriate and in compliance of the GEM Listing Rules.

The Directors (including the independent non-executive Directors) consider that the Disposal is on normal commercial terms and is fair and reasonable to the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As the applicable percentage ratios in Rule 19.06 of the GEM Listing Rules with respect to the Disposal more than 75%, the Disposal constitutes a very substantial disposal of the Company and is subject to the Shareholders' approval in the SGM in accordance with Chapter 19 of the GEM Listing Rules.

LETTER FROM THE BOARD

SGM

A notice of SGM convening the SGM at which resolution will be proposed to the Shareholders to consider and, if thought fit, to approve the Disposal is set out on pages 25 to 26 of this circular.

To the best knowledge, no Shareholder has a material interest in the Disposal and accordingly, no Shareholder will have to abstain from voting at the SGM.

Whether or not you are able to attend and vote at the SGM, you are requested to complete and return the enclosed form of proxy to the Company's Hong Kong branch share registrar, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon as soon as practicable but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof (as the case may be) should you so wish.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the issuer. 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 document misleading.

RECOMMENDATION

The Directors consider that the Disposal is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the SGM.

GENERAL

Your attention is also drawn to the additional information set out in the appendices to this circular.

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

1. FINANCIAL SUMMARY

The audited financial information of the Group for each of the seventeen months ended 31 March 2010, years ended 31 March 2011 and 2012 can be referred to the annual reports of the Company for the seventeen months ended 31 March 2010, years ended 31 March 2011 and 2012 respectively.

The above-mentioned financial information has been published on both the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (www.ulcreativity.com). The auditors of the Company have not issued any qualified opinion on the Group's financial statements for the seventeen months ended 31 March 2010, years ended 31 March 2011 and 2012.

2. INDEBTEDNESS OF THE GROUP

As at the close of business on 31 May 2012, being the latest practicable date of ascertaining certain information relating to this indebtedness statement, the Group had borrowings of approximately HK\$21,438,000 being mortgages for the land and buildings and investment properties held by the Group.

Save as aforesaid and apart from intra-group liabilities, none of the companies of the Group had any outstanding mortgages, charges, debentures, loan capital, bank loans and overdrafts, debt securities or other similar indebtedness, finance leases or hire purchase commitments, liabilities under acceptances or acceptance credits or any guarantees or other contingent liabilities.

The Directors confirm that there has been no material change in the indebtedness and contingent liabilities of the Group since 31 March 2012, being the date to which the latest published audited financial statements of the Group were made up.

3. WORKING CAPITAL STATEMENT

The Directors are of the opinion that after taking into account the financial resources available to the Group including the proceeds from Disposal, the Group has sufficient working capital to satisfy its present requirements, that is for at least the next 12 months from the date of publication of this circular.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2012, being the date to which the latest audited consolidated financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

In expanding the money lending business, caution would also be placed on the recoverability of the loans. A more prudent approval policy will be implemented to minimise the probability of occurrence of bad debts.

In order to ensure applicants' financial variability and credit status are good enough, the regular credit checking against land search report from Land Registry, personal credit status report from TransUnion Limited and company search for borrowers who are limited companies as well as third party checking for borrower's financial variability whichever applicable.

Updated litigation check and land search report will be done again on the date of drawdown to make sure the completeness and the correctness of the borrowers' information. Moreover, an independent loan-review committee has been set up for the loan amount greater than HK\$500,000. Mr. Andy, Leung Ge On is the chairman of the committee, will be responsible to review independently the loan's approval procedures to make sure the loan amounts are appropriate and in line with the Company's policy. Moreover, the Group's management tends to approve loans with secured collateral so as to minimize the probability of occurrence of bad debts.

Hegemonism exists everywhere in Hong Kong including retail stores selling necessities. In order to provide the public to buy all necessities at a competitive price, as one of our giving to community, the Group, together with Legislative Councillor, Mr. Albert Chan Wai Yip ("Mr. Chan"), are forming a retail store in Kwai Chung. Although the profit margin would be thin, huge sales volumes with acceptable profit are foreseen.

The retail store is controlled by an indirect wholly-owned subsidiary of the Company. The capital contribution to the retail store will be approximately HK\$900,000 by the Company which represents approximately 66.67% of the issued share capital of the retail store, and HK\$450,000 by Mr. Chan which represents approximately 33.33% of the issued share capital of the retail store respectively. The profit sharing mechanism is with reference to the respective shareholdings of the retail store. The source of funding of the capital contribution is financed by the internal resources of the Group and the Company has no present intention to use the net proceed from the Disposal for the retail store. As the capital contribution by the Company is relatively small, it will not constitute a notifiable transaction to the Company under chapter 19 of the GEM Listing Rules.

As a result of the recent global economic downturn, the Company is seeking new investment opportunities to broaden the business scope of the Company and diversify its business and investment into different industry. The forming of the retail store is a trial business of the Company. Depending on the revenue the retail store will make, the retail store business may or may not be one of the possible future investment of the Group. Save for the above, the Company had neither identified any investment opportunities nor was under negotiation for any such opportunities.

In addition, we will continue to explore opportunities to broaden the business scope with the ultimate goal to maximise the shareholders' wealth.

The Directors consider that, upon completion of the Proposed Disposal, the Group's financial and cash positions can be further strengthened, and the Group will be able to make investments promptly when opportunities arise.

MANAGEMENT DISCUSSION AND ANALYSIS

Operation Review

Due to the disposal of some of our subsidiaries engaging in the provision of beauty services and clinical services in Hong Kong and PRC in October 2010, turnover of the Group for the year ended 31 March 2012 was decreased to approximately HK\$53.3 million. Loss attributable to owners of the Company for the year was approximately HK\$10.9 million.

Money Lending

Since more resources have been placed, the revenue generated from this business segment substantially increased to HK\$18.5 million, more than double than that of last financial year. However, as a prudence policy on impairment has been implemented, provision on impairment loss was also increased. As a result, less than HK\$2.0 million loss was recorded in this business segment.

Property Investment

As the residential properties the Group held for getting stable rental income have been disposed last year, even though the loss in rental was partially compensated by rental income generated from industrial properties acquired during the year, the turnover from this segment decreased from HK\$0.6 million last financial year to HK\$0.5 million this financial year.

Clinical Services

The disposal of our loss making subsidiaries during last financial year also has negative impact on the turnover in the segment of clinical services. The turnover from this segment decreased to HK\$23.6 million.

Beauty Services and Sale of Beauty Products

The Group's turnover in relation to the operation of beauty services and sale of beauty products for the financial year under review was approximately HK\$10.7 million. As most of the loss-making operations have been disposed during last financial year, the loss of this business segment has been significantly reduced to HK\$1.6 million.

Securities Investment

For the year under review, the stock market was fluctuated. For the first nine months of this financial year, because of the stock market downturn, substantial loss on fair value change was recorded. However, stepping into the fourth quarter, turnaround occurred in the stock market and so did the securities in the investment portfolio. As a result, HK\$7.9 million profit was resulted in this segment.

Outlook

Following the increase in money lending business, undoubtedly, the amount of uncollected loan has also increased. To minimise the uncollected loan, more effort will be placed to select potential clients with comparatively good credit rating. We will enhance our internal control procedure to screen out doubtful clients. Priority will be placed on lending out loan with collateral such as properties to reduce the risk of uncollectable of the loans. By taking the above measures, steady growth in both turnover and profit from this business segment is expected.

In view of the volatility of the global economic environment, driven by the European sovereign debt crises and the economic downturn in the United States continues in the coming financial year, the Group will take a more conservative step to invest in securities market. Focus will be placed on corporate bonds with good credit rating instead of shares listed in the volatile stock market.

Liquidity and financial resources

The Group generally financed its operations with internally generated cash flows. As at 31 March 2012, the Group had cash and cash equivalents of approximately HK\$35.3 million (2011: HK\$35.5 million).

As at 31 March 2012 the Group had bank borrowing of HK\$21.7 million (2011: HK\$24.4 million) which was using to finance the purchase of the property and the investment property.

Because of the gradually repayment of the bank borrowing, as at 31 March 2012, the Group's gearing ratio, expressed as a percentage of total borrowings, (comprising amounts due to non-controlling interests, and borrowings) over total assets, decreased to approximately 7% (2011: 12%).

Charges on Group's Asset

At 31 March 2012, the Group's land and buildings and investment property with carrying amount of approximately HK\$78,700,000 (2011: HK\$60,000,000) were pledged to a bank to secure the bank borrowing granted to the Group.

Treasury Policies

Cash and bank deposits of the Group are mainly in HK dollars ("HK\$"), Renminbi ("RMB") and Macao Patoca ("MOP").

Since most of the transactions of the Group are denominated in Hong Kong dollars, no hedging or other arrangements to reduce the currency risk have been implemented.

Employees

As at 31 March 2012, the Group had 51 (2011: 62) full-time employees. The total of employee remuneration, including that of the Directors, for the year ended 31 March 2012 amounted to approximately HK\$15.9 million (2011: HK\$40.3 million). The Group remunerates its employees based on their performance, experience and the prevailing commercial practice.

Capital Structure

During the year under review, ordinary shares of 4,200,000 of HK\$0.01 each have been issued and allotted upon exercise of share options granted by the Company.

Pursuant to a placing agreement dated 3 May 2011, the Company issued and allotted 105,000,000 ordinary shares of HK\$0.01 each to Independent Third Parties at placing price of HK\$0.105 each. Funds raised from the placing were approximately HK\$10,746,000, net of share issue expenses.

By a special resolution dated 24 August 2011, the Company implemented the capital reorganisation which involved the share consolidation, the capital reduction and the capital increase. The share consolidation involved the consolidation of every ten (10) issued and unissued Shares of HK\$0.01 each in the share capital of the Company into one (1) consolidated share of HK\$0.10 each (“Consolidated Shares”). The capital reduction involved (i) the reduction of the issued share capital of the Company by cancelling the paid up capital of the Company to the extent of HK\$0.09 on each of the then issued Consolidated Shares such that the nominal value of each issued Consolidated Shares will be reduced from HK\$0.10 to HK\$0.01 (“Adjusted Share”); and (ii) the reduction of the authorised share capital of the Company by reducing the nominal value of all Consolidated Shares 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 the Company of HK\$0.01 each. The capital increase involved the increase of authorised share capital from HK\$30,000,000 divided into 3,000,000,000 ordinary shares of HK\$0.01 each to HK\$300,000,000 divided into 30,000,000,000 ordinary shares of HK\$0.01 each.

By an ordinary resolution dated 24 August 2011, the Company implemented to raise fund by way of a rights issue (the “Rights Issue”) at the subscription price of HK\$0.15 per rights share on the basis of ten rights shares for every one share held on the record date payable in full upon application. In September 2011, the Company issued and allotted 635,634,130 ordinary shares of HK\$0.01 each to the then existing qualifying shareholders. Fund raised from the Rights Issue was approximately HK\$92,000,000, net of expenses.

Significant Acquisitions and Disposals

On 13 April 2011, an indirect wholly-owned subsidiary of the Company, entered into an agreement with a third party regarding the acquisition of an industrial property in Hong Kong at a cash consideration of HK\$10,564,000. The acquisition was completed on 15 July 2011.

On 6 September 2011, an indirect wholly-owned subsidiary of the Company, entered into a disposal agreement with a third party to dispose a residential property located in Hong Kong at a cash consideration of HK\$5,238,000. The disposal was completed on 15 December 2011.

Contingent Liabilities

As at 31 March 2012, the Group had no material contingent liabilities (2011: Nil).

As at 31 March 2012, the Company has executed corporate guarantees to third parties with respect to general banking facilities granted to subsidiaries of the Company of approximately HK\$39,000,000 (2011: HK\$25,000,000).

The following is the text of a letter and a valuation certificate prepared for the purpose of inclusion in this circular received from RHL Appraisal Ltd. an independent valuer, in connection with its valuation as at 31 March 2012 of the property interest held by Unlimited Creativity Holdings Limited and its subsidiaries.



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RHL Appraisal Limited
Corporate Valuation & Advisory

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Room 1010, 10/F, Star House,
Tsimshatsui, Hong Kong

4 June 2012

The Board of Directors
Unlimited Creativity Holdings Limited
1/F & 2/F
Morrison Plaza
No. 9 Morrison Hill Road
Wanchai
Hong Kong

Dear Sirs/Madam,

1. INSTRUCTION

In accordance with your instructions to us to value the property interest held by **Unlimited Creativity Holdings Limited** (the “Company”) and its subsidiaries (the “Group”), we confirm that we have carried out property inspection, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing our opinion of the Market Value of the property interest as at 31 March 2012 (referred to as the “Valuation Date”).

This Letter which forms part of our valuation report explains the basis and methodologies of valuation, clarifying assumption and limiting conditions of this valuation.

2. BASIS OF VALUATION

The valuation is our opinion of the market value which we would define as intended to mean the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably prudently and without compulsion.

3. VALUATION METHODOLOGY

In valuing the property interest held by the Group for occupation, the "Direct Comparison Method" is adopted where comparison based on price information of comparable properties is made. Comparable properties of similar size, character and location are analysed and carefully weighted against all the respective advantages and disadvantages of each property in order to arrive at a fair comparison of capital values.

4. VALUATION CONSIDERATIONS

In valuing the property interest, we have complied with all the requirements contained in Chapter 8 to the Rules Governing the Listing of Securities on the Growth Enterprise Market issued by The Stock Exchange of Hong Kong Limited; and the HKIS Valuation Standards on Properties (First Edition 2005) published by the Hong Kong Institute of Surveyors effective from 1 January 2005.

5. VALUATION ASSUMPTIONS

Our valuation has been made on the basis that the owner sells the property in the market in its existing state without the benefit of deferred term contracts, leasebacks, joint ventures, management agreements or any similar arrangements which would serve to affect the value of the Property.

We have valued the property interest on the basis that the property has been constructed, occupied and used in full compliance with, and without contravention of all Ordinances, except only where otherwise stated. Moreover, for any use of the property upon which this report is based, all required licenses, permit, certificated, and authorisations have been obtained.

6. TITLE INVESTIGATION

We have caused searches to be made at the Land Registries for the property interest. However, we have not verified ownership of the property interest or to verify the existence of any amendments which do not appear on the copies handed to us. All documents have been used for reference only.

7. LIMITING CONDITIONS

We have inspected the exterior of the property but no structural survey has been made. Therefore we are unable to report that the property is free from rot, infestation or any other structural defects. Further, no test has been carried out on any of the building services. All dimensions, measurements and areas are only approximate.

We have relied to a considerable extent, on the information, provided by the Company and have accepted advice given to us by the Company on such matters as statutory notices, easements, tenure, occupation, tenancy details, site and floor areas and in the identification of the property. No detailed on-site measurement of the property was taken.

We have had no reason to doubt the truth and accuracy of the information provided to us by the Company which are material to the valuation. We have also advised by the Company that no material facts have been omitted from the information supplied.

We do not accept a liability for any interpretation which we have placed on such information which is more properly the sphere of the legal advisers of instructing party. Neither have we verified the correctness of any information supplied to us concerning the property.

Unless otherwise stated, we have valued the property in its existing state as at the Valuation Date and the study of possible alternative development options and the related economics do not come with the scope of this report.

Both area and building completion year are approximate. We have quoted the source of gross floor area and saleable area in the report. However, we accept no liability if the quoted area departed from any other sources. We follow the definition of saleable area under the "Code of Measuring Practice" and the "Supplement to the Code of Measuring Practice" published by the Hong Kong Institute Surveyors in March 1999 and March 2010 respectively.

No allowance has been made in our valuation for any charges, mortgages or amount owing on any property interests nor for any expense or taxation which may be incurred in effecting a sale. We have assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature which could affect its value.

We have conducted on-site inspection to the property in June 2012 by Ms. Shirley H.T. Wong (BSc).

8. CURRENCY

All monetary sums stated in this report are in Hong Kong Dollars (HK\$).

We enclose herewith the valuation certificate.

Yours sincerely,
For and on behalf of
RHL Appraisal Ltd.

Serena S. W. Lau
FHKIS, AAPI, MRICS, RPS(GP), MBA(HKU)
Managing Director

Lawrence Y. S. Li
MHKIS, RPS(GP), MBA
Director

Serena S. W. Lau is a Registered Professional Surveyor (GP) with over 19 years' experience in valuation of properties in Hong Kong, the PRC and Macau. Ms. Lau is a Professional Member of The Royal Institution of Chartered Surveyors, an Associate of Australian Property Institute, a Fellow of The Hong Kong Institute of Surveyors as well as a registered real estate appraiser in the PRC.

Lawrence Y. S. Li is a Registered Professional Surveyor (GP) with over 15 years' post qualification experience from both private and public sectors. Mr. Li has extensive experience in handling property valuation for properties located in Hong Kong for various purposes including mortgages, accountings and disposals. Besides, he has possessed solid knowledge and faceted experience in land administration, premium assessment and land grant applications with particular experience in negotiation with Government departments.

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market value in its existing status at 31 March 2012
1st Floor, 2nd Floor, External Wall Areas I, II and III (Reserved Areas), Morrison Plaza No. 9 Morrison Hill Road, Hong Kong	The property comprises a 2-storey commercial units and 3 reserved areas on external wall of a 31-storey commercial building completed in 1996. According to the measurement on the registered assignment plan vide memorial no. UB6915505, the saleable area of the property is 5,619 sq. ft. or thereabouts.	As advised by the instructing party, the property is owner occupied.	HK\$67,000,000 (Hong Kong Dollars Sixty Seven Million Only)
543/7772nd of 168000/177280th Shares of Section B of Inland Lot No. 1339, the Remaining Portion of Inland Lot No. 1339 and Inland Lot No. 3988	The property is held under Government Leases as follows: Section B of Inland Lot No. 1339 The Remaining Portion of Inland Lot No. 1339 Government Lease for a term of 999 years commencing from 13/11/1893. The rent is \$12 per annum for Section B of Inland Lot No. 1339 and \$52 per annum for the Remaining Portion of Inland Lot No. 1339 Inland Lot No. 3988 Government Lease for a term of 999 years commencing from 18/12/1893. The rent is \$10 per annum for Inland Lot No. 3988		

Notes:

1. The registered owner of the subject property is Top Euro Limited registered vide Memorial No. 10112501950151 dated 29 October 2010 for a consideration of \$51,000,000.00 (PT).
2. The subject property is subject to the following:-
 - i. Permit to Occupy a New Building No. H22/96 registered vide memorial no. UB6787538 dated 20 March 1996.
 - ii. Deed of Mutual Grant & Covenant with Plans registered vide memorial no. UB6703282 dated 11 July 1996.
 - iii. Sub-Deed of Mutual Covenant with Plans registered vide memorial no. UB6916596 dated 30 December 1996.
 - iv. Mortgage in favour of DBS Bank (Hong Kong) Limited for a consideration to secure all money in respect of general banking facilities (PT.) registered vide memorial no. 10112501950166 dated 29 October 2010.
 - v. Second Mortgage in favour of DBS Bank (Hong Kong) Limited for a consideration to all money general banking facilities to such extent as you may from time to time determine (PT.) vide memorial no. 11070703000134 dated 22 June 2011.

1. RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the issuer. 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 document misleading.

2. DISCLOSURE OF INTERESTS

(i) Interests and shorts positions of the Directors or chief executives in Shares, underlying shares and debentures of the Company and its associated corporations

As at the Latest Practicable Date, the interests and short positions of each Director and chief executive of the Company in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the “SFO”)) which are required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he/she is taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange:

Interests in Shares and underlying shares

Long Position

Name	Personal Interests	Family Interests	Other Interests	Total	Approximate percentage to the issued share capital of the Company
Mr. Shiu Yeuk Yuen (<i>Note 1</i>)	77,962,000	13,684,117 (<i>Note 2</i>)	847,605 (<i>Note 3</i>)	92,493,722	13.23%
Mr. Leung Ge On Andy (<i>Note 1</i>)	420,000	–	–	420,000	0.06%

Notes:

- Mr. Shiu Yeuk Yuen and Mr. Leung Ge On, Andy are the executive directors of the Company.
- 13,684,117 shares are held by Ms. Hau Lai Mei, the spouse of Mr. Shiu Yeuk Yuen.
- 847,605 shares are held by Heavenly Blaze Limited. 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 (sister of Mr. Shiu Yeuk Yuen) together hold 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.

(ii) Interests and short positions of substantial Shareholders in the Shares, underlying shares and debentures the Company and its associated corporations

So far as known to the Directors, as at Latest Practicable Date, the Directors were not aware of any other person (other than the Directors and chief executive of the Company as disclosed above) who had an interests or short position in the Shares or underlying shares or debentures of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who was interested in 10% or more of the nominal value of any class of share capital, or options in respect of such capital, carrying rights to vote in all circumstances at general meetings of the Company.

3. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors or their respective associates had any interests in businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, other than those businesses where the Directors were appointed as directors to represent the interests of the Company and/or the Group.

4. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was involved in any litigation or arbitration of material importance and no litigation or claim of material importance known to the Directors to be pending or threatened by or against the Company or any of its subsidiaries.

5. SERVICE CONTRACTS

All Directors have entered into a letter of appointment with the Company for a term of one year and with all the terms being renewed automatically after a year unless and until terminated by three-month notice in writing served by either party.

6. DIRECTORS' INTERESTS IN ASSETS/CONTRACTS AND OTHER INTERESTS

- (a) As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any asset which had been acquired, or disposed of by, or leased to any member of the Group, or was proposed to be acquired, or disposed of by, or leased to any member of the Group since 31 March 2012, the date to which the latest published audited financial statements of the Group were made up.
- (b) Save as disclosed above, as at the Latest Practicable Date, none of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group since 31 March 2012, being the date to which the latest published audited financial statements of the Company were made up, and which was significant in relation to the business of the Group.

7. EXPERTS AND CONSENTS

The following is the qualification of the experts who have given opinion or advice which is contained in this circular:

Name	Qualifications
RHL Appraisal Limited	Independent Professional Valuer

RHL Appraisal Limited has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter or its name in the form and context in which they respective appear.

RHL Appraisal Limited does not have any shareholding in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

RHL Appraisal Limited does not have any direct or indirect interests in any assets which have been, since 31 March 2012 (being the date to which the latest published audited consolidated accounts of the Group were made up), acquired or disposed of by or leased to, any member of the Group, or which are proposed to be acquired or disposed of by or leased to, any member of the Group.

8. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by the Company or any of its subsidiaries within the two years immediately preceding the Latest Practicable Date and are or may be material:

- (a) the memorandum of understanding entered into between Rainbow Cosmetic (BVI) Limited, a wholly-owned subsidiary of the Company (“**Rainbow Cosmetic**”) (as vendor) and Best Union (China) Limited (“**Best Union**”) (as purchaser) on 13 August 2010 in respect of the disposal of shares in target group of the Company (“**Proposed Disposal**”), including all assets owned by Be a Lady Limited and its subsidiary, New Creative Limited, B.A.L. Clinic Limited and its subsidiary and Excel Future Enterprises Limited at a consideration of HK\$4,380,000.
- (b) the formal sale and purchase agreement entered into between Rainbow Cosmetic and Best Union on 31 August 2010 in relation to the Proposed Disposal.
- (c) the conditional placing agreement dated 15 September 2010 entered into between the Company and Emperor Securities Limited, pursuant to which, the Company conditionally agreed to place, through Emperor Securities Limited, a maximum of 71,000,000 Shares on a best effort basis at a price of HK\$0.2 per Share.

- (d) a written notice issued by the Company on 4 October 2010 to Conder International Holdings Limited to terminate the possible acquisition of the entire issued share capital of the Precise Winner Limited.
- (e) the sale and purchase agreement dated 8 October 2010 entered into between Rainbow Cosmetic and China 3D Digital Entertainment Limited (formerly name known as Dragonlott Entertainment Group Limited) in respect of the disposal of interests in New Smart International Creation Limited at a consideration of approximately HK\$12,560,000.
- (f) the placing agreement dated 8 December 2010 entered into between the Company as issuer and Kingston Securities Limited (“**Kingston**”) as placing agent pursuant to which, the Company agreed to place, through Kingston, a maximum of 85,000,000 placing shares at a price of HK\$0.257 per placing share;
- (g) the letter of termination dated 31 December 2010 entered into between the Company and Placing Agent to terminate the placing agreement dated 8 December 2010;
- (h) the placing agreement dated 18 January 2011 entered into between the Company as issuer and Kingston, pursuant to which, the Company agreed to place, through Kingston, a maximum of 85,000,000 placing shares at a price of HK\$0.165 per placing share;
- (i) the provisional agreement dated 28 February 2011 entered into between Top Euro Limited, an indirect wholly-owned subsidiary of the Company (“**Top Euro**”) (as vendor) and Purchasers A (as purchaser) to dispose the property located at Flat A, 23rd Floor, Southern Lodge, 362 Un Chau Street, Kowloon, Hong Kong at a consideration of HK\$4,080,000;
- (j) the provisional agreement dated 13 April 2011 entered into between Top Euro (as purchaser) and Vendor A (as vendor) to acquire the property located at Portion 2 of Unit B, 14th Floor, Chaiwan Industrial Centre, 20 Lee Chung Street, Chaiwan, Hong Kong at a consideration of HK\$10,564,000;
- (k) the placing agreement dated 3 May 2011 entered into between the Company as issuer and Kingston, pursuant to which, the Company agreed to place, through Kingston, a maximum of 105,000,000 placing shares at a price of HK\$0.105 per placing share;
- (l) the loan agreements dated 16 June 2011, 20 January 2012 and 15 February 2012 entered into between Yvonne Credit Service Company Limited, an indirect wholly-owned subsidiary of the Company (“**Yvonne Credit**”) (as lender) and Customer A (as borrowers) to grant a loan facilities in an aggregate amount of HK\$17,500,000.
- (m) the underwriting agreement dated 29 June 2011 between the Company, Mr. Shiu Yeuk Yuen and Kingston in relation to the proposed rights issue of 635,634,130 rights shares on the basis of ten rights shares for every one Share held on record date at a subscription price of HK\$0.15 per rights share;

- (n) the loan agreement dated 23 August 2011 entered into between Yvonne Credit (as lender) and Customer B (as borrower) to grant a loan facility in amount of HK\$6,000,000.
- (o) the provisional agreement dated 6 September 2011 entered into between Thailand (HK) Plastic Surgery Service Limited, an indirect wholly-owned subsidiary of the Company (as vendor) and Purchaser B (as purchaser) to dispose the property located at Flat B, 23rd Floor, Southern Lodge, 362 Un Chau Street, Kowloon, Hong Kong at a consideration of HK\$5,238,000;
- (p) the loan agreement dated 23 December 2011 entered into between Yvonne Credit (as lender) and Customer C (as borrowers) to grant a loan facility in amount of HK\$10,000,000.
- (q) the loan agreements dated 24 February 2012 and 14 March 2012 entered into between Yvonne Credit (as lender) and Customer D (as borrowers) to grant a loan facilities in an aggregate amount of HK\$17,500,000.
- (r) the provisional agreement dated 22 May 2012 entered into between Top Euro Limited, an indirect wholly-owned subsidiary of the Company (as vendor) and Ocean Ample Investment Limited (as purchaser) to dispose the Property at a consideration of HK\$72,000,000. The terms in the provisional agreement have not been fulfilled by Purchaser, the disposal of the Property would not proceed further.
- (s) The Provisional Agreement for the sale and purchase of the Property.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours from 9:00 a.m. to 5:00 p.m. on any business day at the principal place of business of the Company in Hong Kong at 1st Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong from the date of this circular up to and including the date of SGM:

- (a) the memorandum of association and bye-laws of the Company;
- (b) the material contracts referred to in the section headed “Material contracts” in this appendix;
- (c) the annual reports of the Company for the year ended 31 March 2011 and 2012;
- (d) the report from RHL Appraisal Limited on the valuation report on the Property, the text of which is set out in Appendix II to this circular;
- (e) the written consents referred to in the paragraph headed “Experts and consents” in this appendix; and
- (f) if applicable, a copy of each of the circular(s) issued pursuant to the requirements set out in Chapters 19 and/or 20 of the GEM Listing Rules which has been issued since 31 March 2012, the date of the latest published audited consolidated financial statements of the Group were made up.

10. GENERAL

- (a) The registered address of the Company is at Canon's Court, 22 Victoria Street, Hamilton HM 12, Bermuda.
- (b) The head office and principal place of business of the Company in Hong Kong is at 1st Floor and 2nd Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong.
- (c) The share registrar and transfer agent of the Company in Hong Kong is Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.
- (d) The company secretary of the Company is Mr. Li Chik Ming. He is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.
- (e) The compliance officer of the Company is Mr. Leung Ge On Andy. Mr. Leung obtained a Bachelor of Arts degree in Economics at York University in Canada.
- (f) The Company established an audit committee in October 2001 with terms and reference in compliance with the GEM Listing Rules. The primary duties of the audit committee are to review the annual report and accounts, interim reports and quarterly reports of the Company and internal control system of the Company. The audit committee of the Company comprises three members, including one independent non-executive Director who possesses the appropriate professional qualifications or accounting or related financial management expertise. Details of the members of the audit committee are set out below:

Mr. SIU Yim Kwan, Sidney ("Mr. Siu"), *S.B.St.J.*, aged 65, was appointed as an independent non-executive director and member of Audit Committee of the Company in December 2004. Mr. Siu is also the non-executive director of Wang On Group Limited, a listed company in Hong Kong since November 1993. Mr. Siu is a director of The Association of The Directors & Former Directors of Pok Oi Hospital Limited and Chiu Yang Residents Association of Hong Kong Limited, those companies are non-profitable association and providing community services in Hong Kong. Mr. Siu is also a director and chairman of The Hong Kong Tae Kwon Do Association Limited, a sport association in Hong Kong and also an executive member of a number of charitable organizations and sports associations.

Mr. TSUI Pui Hung Walter ("Mr. Tsui"), *LL.B. (Hons), LL.M, BSc (Hons)*, aged 37, is a practicing solicitor of the High Court of Hong Kong. Mr. Tsui was appointed as an independent non-executive director and member of Audit Committee of the Company in June 2007. Mr. Tsui holds the degrees of Master in Laws from University of London, Bachelor of Laws (with Honours) from Manchester Metropolitan University, Bachelor of Science (with

Honours) from the Chinese University of Hong Kong. Postgraduate Certificate in Laws from the University of Hong Kong and a Diploma in Translation from the Chinese University of Hong Kong. Mr. Tsui has years of management experience and is familiar with internal control issues and regulatory rules of listed company. Mr. Tsui is also an independent non-executive director of China Mandarin Holdings Limited, a company listed on the Main Board of Stock Exchange.

Mr. KAM Tik Lun, CPA, ACCA, LL.M (ICFL), CIM, aged 36, joined the Company in March 2012. Mr. Kam is the Chairman of the Audit Committee of the Company. Mr. Kam holds a Bachelor of Commerce from Concordia University, Canada and a Postgraduate Diploma in International Corporate and Financial Law from The University of Wolverhampton, UK and a Master of Laws in International Corporate and Financial Law from The University of Wolverhampton, UK. He is a member of The Hong Kong Institute of Certified Public Accountants, The Association of Chartered Certified Accountants and The Canadian Institute of Mining, Metallurgy and Petroleum. Mr. Kam has over 9 years of experience in the financial markets. He has vast experience in providing pre-IPO consultancy, business valuation services, financial analysis and corporate advisory.

Mr. Kam is also an independent non-executive director of China 3D Digital Entertainment Limited (stock code: 8078), a company listed on the GEM Board of Stock Exchange.

- (g) In the event of inconsistency, the English text of this circular and the accompanying form of proxy shall prevail over the Chinese text.

NOTICE OF SPECIAL GENERAL MEETING

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 (“SGM”) of Unlimited Creativity Holdings Limited (the “**Company**”) will be held on Monday, 23 July 2012 at 4:30 p.m. at 1st Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong for the purpose of considering, and if thought fit, passing the following resolution (with or without modifications) as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** the provisional sale and purchase agreement dated 25 May 2012, as may be varied by and/or merged and/or superseded with the formal sale and purchase agreement to be entered on or before 10 August 2012 (the “**Agreement**”), entered into between Top Euro Limited, an indirect wholly-owned subsidiary of the Company as vendor, and Sure Power Limited or its nominee(s), a company incorporated in Hong Kong as purchaser, in relation to the sale and purchase of 1st Floor and 2nd Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong together with External Wall Area I, External Wall Area II and External Wall Area III. (a copy of which is marked “A” and tabled at the SGM and signed by the chairman of the SGM for the purpose of identification) be and is hereby approved, confirmed and ratified and the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 29 June 2012

NOTICE OF SPECIAL GENERAL MEETING

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
No. 9 Morrison Hill Road
Wanchai
Hong Kong

Notes:

- (1) A form of proxy for use at the SGM 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 SGM 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 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 SGM 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 SGM, 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 and Mr. Leung Ge On Andy as executive Directors; Dr. Siu Yim Kwan, Sidney, Mr. Tsui Pui Hung, and Mr. Kam Tik Lun as independent non-executive Directors.