
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 licensed securities dealer, 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)

PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of the Company (“AGM”) to be held at 1st Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong on Monday, 23 July 2012 at 4:00 p.m. is set out on Pages 12 to 15 of this circular.

Whether or not you are able to attend the AGM, you are advised to read this circular and to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company, 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 later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

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

29 June 2012

CHARACTERISTICS OF THE 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

“AGM”	the annual general meeting of the Company to be held at 1st Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong on Monday, 23 July 2012 at 4:00 p.m., a notice of which is set out on pages 12 to 15 of this circular
“associates”	has the same 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 (Stock code: 8079), an exempted company continued into Bermuda with limited liability and the issued Shares of which are listed on the GEM
“Director(s)”	the director(s) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	25 June 2012, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to enable them to repurchase the Shares of an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution at the AGM

DEFINITIONS

“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“%”	per cent.

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 of the Company

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO REPURCHASE SHARES
AND TO ISSUE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the forthcoming AGM to be held at 1st Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong on Monday, 23 July 2012 at 4:00 p.m. to (a) grant to the Directors general mandates to repurchase and issue Shares of the Company; and (b) to re-elect the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws of Bermuda to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the GEM Listing Rules to be included in this circular is set out in Appendix I.

GENERAL MANDATE

The Company has in issue an aggregate of 699,197,543 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 139,839,508 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM. In addition, it is further proposed, by way of a separate ordinary resolution that the General Mandate be extended so that the Directors be given a general mandate to issue further Shares of an aggregate nominal value equal to the aggregate nominal value of the share capital repurchased under the Repurchase Mandate. Any issue of new Shares of the Company is subject to approval from the Stock Exchange for the listing of and permission to deal in such new Shares.

The Directors have no present intention to allot and issue new Shares under General Mandate.

REPURCHASE MANDATE

At the AGM, an ordinary resolution will also be proposed that the Directors be granted a general and unconditional mandate to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

In addition, if the resolution to authorize the repurchase of shares is passed, an ordinary resolution will be proposed at the AGM providing that any Shares repurchased (up to a maximum of 10% of the issued Shares as at the date of the grant to the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the General Mandate.

LETTER FROM THE BOARD

An explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed general mandate to repurchase the Company's shares is set out in Appendix I to this circular. The explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the AGM.

PROPOSED RE-ELECTION OF DIRECTORS

On 9 March 2012, the Company announced the appointment of Mr. Kam Tik Lun as the independent non-executive Director with effect from 9 March 2012. In accordance with the Bye-laws, ordinary resolution will be proposed at the forthcoming general meeting to re-elect Mr. Kam Tik Lun as the independent non-executive Director.

Pursuant to Bye-laws 99, Mr. Shiu Yeuk Yuen will retire as executive Director at the AGM and being eligible, will offer himself for re-election to the respective office.

To enable Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of each of the retiring Directors, as required under Chapter 17 of the GEM Listing Rules, are set out in Appendix II to this circular for information of the Shareholders.

RESPONSIBILITY STATEMENT

This circular, for which the directors (the "Directors") of Unlimited Creativity Holdings Limited (the "Company") 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 (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.

ACTION TO BE TAKEN

Notice of the AGM is set out on pages 12 to 15 to this circular. A proxy form for appointing proxy is despatched with this circular and published on the GEM website (www.hkgem.com) and the Company's website (www.ulcreativity.com). Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the Company's Branch Registrar, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the AGM or the adjourned meeting. Completion and return of a proxy form will not preclude you from attending and voting at the meeting and any adjourned meeting if you so wish.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the AGM shall be voted by poll.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the granting of the General Mandate and Repurchase Mandate to the Directors to issue shares and to repurchase shares of the Company and re-election of the retiring Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of the AGM.

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

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide certain information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at Latest Practicable Date, there was a total of 699,197,543 Shares in issue.

Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the AGM, the Company will be allowed to repurchase a maximum of 69,919,754 Shares.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the GEM. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

3. FUNDING OF REPURCHASES

Repurchases made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Company's Bye-laws, the GEM Listing Rules and the applicable laws of Bermuda.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report for the year ended 31 March 2012) in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital requirements of the Company or the gearing levels of the Company.

4. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have been traded on the GEM of the Stock Exchange during each of the twelve months preceding the Latest Practicable Date:–

Month	Share Prices	
	Highest HK\$	Lowest HK\$
2011		
June	0.245 A	0.201 A
July	0.245 A	0.205 A
August	0.540 A	0.165 A
September	0.850	0.117
October	0.179	0.123
November	0.169	0.130
December	0.153	0.135
2012		
January	0.149	0.119
February	0.160	0.128
March	0.149	0.128
April	0.145	0.120
May	0.159	0.121
June (up to the Latest Practicable Date)	0.149	0.104

Note: A = Adjusted share price as a result of the capital reorganization and rights issue approved by Shareholders at special general meeting dated 24 August 2011.

5. THE TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

If, as a result of a repurchase of the Company's Share, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, other than the Directors of the Company as disclosed elsewhere in this circular, there is no substantial Shareholder of the Company. In the event that the Directors should exercise in full the power to repurchase its Shares which is proposed to be granted pursuant to the Repurchase Mandate, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code nor reduce the amount of Shares held by the public to less than 25 per cent.

The Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase made under the Repurchase Mandate.

6. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

7. DISCLOSURE OF INTERESTS AND UNDERTAKING OF THE DIRECTORS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates have any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Bye-laws and the applicable laws of Bermuda.

The Company has not been notified by any connected person (as defined in the GEM Listing Rules) that such a person has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders to the Board.

The following Directors are proposed to be re-elected at the AGM:

1. Mr. SHIU Yeuk Yuen, *Executive Director*

Mr. Shiu Yeuk Yuen (“Mr. Shiu”), aged 62, is the executive Director since December 2010 and appointed as the chairman of the Group in January 2011. Mr. Shiu has over 35 years’ experience in the ceramic tile and marble and granite products industry and over 10 years’ experience in securities investment.

Mr. Shiu was one of the founders and has been the executive director of Companion Building Material International Holdings Limited (together with its subsidiaries, the “**CBMI Group**”, currently known as Pacific Century Premium Developments Ltd, stock code: 432), a company listed on The Stock Exchange of Hong Kong Limited, for the period from September 1993 to January 2002 during which he was responsible for the development of the CBMI Group’s corporate strategies.

Mr. Shiu is the uncle of Mr. Leung Ge On Andy, an executive Director of the Company. Save for the aforesaid, Mr. Shiu has no relationship with any senior management, management shareholders, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Shiu held 92,493,722 Shares, representing approximately 13.23% of the total issued share capital of the Company, of which 13,684,117 Shares were held by Ms. Hau Lai Mei, his spouse and 847,605 Shares were held by Heavenly Blaze Limited. Heavenly Blaze Limited is beneficially owned as to (i) 46% by Mr. Shiu Stephen Junior, son of Mr. Shiu; (ii) 34% by Mr. Shiu and Ms. Siu York Chee (sister of Mr. Shiu) together hold on behalf of Ms. Shiu Yo Yo and Ms. Shiu Sound Sound, daughters of Mr. Shiu; (iii) 16% by Ms. Shiu Ting Yan, Denise, daughter of Mr. Shiu; (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. Save as disclosed herein, Mr. Shiu did not have any other interest in the Shares within the meaning of Part XV of the SFO.

Mr. Shiu has entered into a service contract with the Company and the service contract shall be renewed automatically after a year unless and until terminated by not less than three months’ notice in writing served by either party on the other and also subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Mr. Shiu is entitled to a monthly remuneration of HK\$48,000 and a discretionary bonus as determined by the remuneration committee of the Company with reference to his duties and performance and the operating results of the Company. Mr. Shiu’s remuneration was fixed with reference to his duties and responsibilities with the Company as well as the Company’s remuneration policy. There is no other matters which need to be brought to the attention of the Shareholders.

2. Mr. KAM Tik Lun (“Mr. Kam”), *Independent Non-executive Director*

Mr. Kam Tik Lun (“Mr. Kam”), 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. Mr. Kam 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, a company listed on the GEM Board of Stock Exchange.

Mr. Kam has no relationship with any senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Kam has entered into a service contract with the Company and the service contract shall be renewed automatically after a year unless and until terminated by not less than three months’ notice in writing served by either party on the other and also subject to retirement by rotation and re-election in accordance with the articles of association of the Company.

Mr. Kam is entitled to receive a director’s fee of HK\$100,000 per annum, which is determined by the board of directors of the Company with reference to his duties and responsibilities. There is no other matters which need to be brought to the attention of the Shareholders.

Save as disclosed above, the Company is not aware of any other matters in relation to Mr. Shiu and Mr. Kam that are required to be disclosed pursuant to the GEM Listing Rules 17.50(2)(h) to rule 17.50(2)(v) or any matters that need to be brought to the attention of the holders of securities of the Company in relation to re-election of Mr. Shiu as executive Director and Mr. Kam as independent non-executive Director.

NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2012 Annual General Meeting (the “Meeting”) of Unlimited Creativity Holdings Limited (the “Company”) will be held at 1st Floor, Morrison Plaza, No. 9 Morrison Hill Road, Wanchai, Hong Kong on Monday, 23 July 2012 at 4:00 p.m. for the purposes of considering and, if thought fit, passing with or without modification, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. To consider and adopt the audited financial statements and the reports of the Directors and auditors for the year ended 31 March 2012.
2. To re-elect the retiring Directors and to authorize the Board of Directors to fix the remuneration of the Directors.
3. To appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company, and authorize the Board of Directors to fix their remuneration.
4. **“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 of the Company (the “Directors”) during the Relevant Period (as hereinafter 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 hereinafter defined); (ii) any Share Option Scheme (as hereinafter defined) of the Company; (iii) the exercise of rights of conversion

NOTICE OF ANNUAL GENERAL MEETING

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

- (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.”.

5. “THAT

- (a) subject to paragraph (b) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its own shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the securities of the Company may be listed and recognised by The Securities and Futures Commission of Hong Kong (“the Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of the share capital of the Company to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution; and
- (c) 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.”.

6. **“THAT**

conditional upon the passing of Ordinary Resolutions 4 and 5 as set out in the notice convening this Meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares in the capital of the Company pursuant to Ordinary Resolution 4 set out in the notice convening this Meeting be and is hereby extended by the addition thereto the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution 5 set out in the notice convening this Meeting provided that such amount shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”.

On behalf of the Board
Unlimited Creativity Holdings Limited
Shiu Yeuk Yuen
Chairman

Hong Kong, 29 June 2012

*Head office and principal
place of Business in Hong Kong:*
1/F & 2/F
Morrison Plaza
No. 9 Morrison Hill Road
Wanchai
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

- (a) A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (b) 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 thereof, must be deposited at the Company's Branch Registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or adjournment thereof.
- (c) The Directors of the Company as at the date of this notice are Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy, being executive Directors, Mr. Siu Yim Kwan, Sidney, Mr. Tsui Pui Hung and Mr. Kam Tik Lun, being independent non-executive Directors.