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

This circular is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company.

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UNLIMITED CREATIVITY HOLDINGS LIMITED

無限創意控股有限公司

(Continued in Bermuda with limited liability)

(Stock Code: 8079)

(I) PROPOSED CAPITAL REORGANISATION; (II) REFRESHMENT OF GENERAL MANDATE; AND (III) NOTICE OF SPECIAL GENERAL MEETING

Financial adviser to the Company



普頓資本有限公司
PROTON CAPITAL LIMITED

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



VC CAPITAL LIMITED
滙盈融資有限公司

A letter from the Board is set out from pages 7 to 16 of this circular. A letter from the Independent Board Committee is set out on page 17 of this circular. A letter from the Independent Financial Adviser, containing its advice to the Independent Board Committee and the Independent Shareholders, is set out from pages 18 to 23 of this circular.

A notice convening the special general meeting of the Company (the “SGM”) to be held at 4:00 p.m. on Monday, 17 June 2013 at 7/F., Zung Fu Industrial Building, 1067 King’s Road, Quarry Bay, Hong Kong is set out from pages 24 to 27 of this circular. A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM 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 any adjourned meeting should you so wish.

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

24 May 2013

CHARACTERISTICS OF GEM

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

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

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DEFINITION

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

“Adjusted Share(s)”	share(s) of par value HK\$0.01 each in the share capital of the Company immediately upon the Capital Reduction becoming effective
“AGM”	the annual general meeting of the Company held on 2 August 2012
“Announcement”	the announcement of the Company dated 2 May 2013 in relation to the proposed Capital Reorganisation
“associate(s)”	shall have the meaning ascribed to this term under the GEM Listing Rules
“Board”	the board of Directors
“Business Day”	a day (other than a Saturday and Sunday) on which licensed banks are generally open for business for more than five hours in Hong Kong
“Capital Increase”	the proposed increase of authorised share capital of the Company from HK\$15,000,000 divided into 1,500,000,000 Adjusted Shares to HK\$300,000,000 divided into 30,000,000,000 Adjusted Shares
“Capital Reduction”	the proposed reduction (i) of the issued share capital of the Company by cancelling the paid up capital of the Company to the extent of HK\$0.19 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.20 to HK\$0.01; and (ii) of the authorised share capital of the Company by reducing the par value of all Consolidated Shares from HK\$0.20 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 1,500,000,000 Consolidated Shares to HK\$15,000,000 divided into 1,500,000,000 Adjusted Shares of par value HK\$0.01 each
“Capital Reorganisation”	includes the Share Consolidation, the Capital Reduction and the Capital Increase
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Unlimited Creativity Holdings Limited (stock code: 8079), an exempted company continued into Bermuda with limited liability whose securities are listed on GEM

DEFINITION

“connected person(s)”	shall have the meaning ascribed to this term under the GEM Listing Rules
“Consolidated Share(s)”	Share(s) of par value of HK\$0.20 each in the share capital of the Company upon completion of the Share Consolidation
“controlling shareholders(s)”	shall have the meaning ascribed to this term under the GEM Listing Rules
“Director(s)”	director(s) of the Company
“Existing General Mandate”	the general mandate granted to the Directors by the Shareholders at the AGM to allot, issue and deal with up to 139,839,508 new Shares, representing 20% of the issued share capital of the Company as at the date of the AGM
“Existing Share Certificate(s)”	certificate(s) for the Shares in yellow colour
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent board committee of the Company comprising all the three independent non-executive Directors, namely Dr. Siu Yim Kwan, Sidney, Mr. Tsui Pui Hung and Mr. Kam Tik Lun
“Independent Financial Adviser” or “VC Capital”	VC Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity as defined under the SFO and the independent financial adviser to the Independent Board Committee and the Independent Shareholders in respect of the Refreshment of General Mandate

DEFINITION

“Independent Shareholders”	any Shareholders other than the controlling shareholders of the Company and their associates or, if there is no controlling shareholders, the Directors (excluding independent non-executive Directors), the chief executive of the Company and their respective associates
“Issue Mandate”	the new mandate proposed to be sought at the SGM to authorise the Directors to allot, issue and deal with the Shares not exceeding 20% of the issued share capital of the Company as at the date of the SGM
“Last Trading Day”	2 May 2013, being the last full trading day for the Shares on the Stock Exchange before the release of the Announcement
“Latest Practicable Date”	21 May 2013, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information referred to in this circular
“New Share Certificate(s)”	certificate(s) for the Adjusted Shares in brown colour
“Option(s)”	share option(s) granted under Share Option Scheme
“PRC”	the People’s Republic of China which for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Refreshment of General Mandate”	the proposed refreshment of the Existing General Mandate and grant of the Issue Mandate
“Registrar”	the branch share registrar of the Company in Hong Kong, being Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong
“SFO”	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) as amended from time to time
“Share(s)”	share(s) in the issued and unissued capital of the Company, the par value of which being HK\$0.01 each prior to the Capital Reorganisation
“Share Consolidation”	the consolidation of every twenty (20) issued and unissued Shares of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of HK\$0.20

DEFINITION

“Share Option Scheme”	the share option scheme adopted by the Company on 4 January 2011
“Shareholders”	holder(s) of issued Shares or Adjusted Shares (as the case may be)
“SGM”	the special general meeting of the Company to be convened on 17 June 2013, to consider and, if thought fit, approve the proposed Capital Reorganisation and the Refreshment of General Mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	shall have the meaning ascribed to this term under the GEM Listing Rules
“%” or “per cent.”	percentage or per centum

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

EXPECTED TIMETABLE

Set out below is the proposed timetable for the implementation of the Capital Reorganisation:

Event	Time and date 2013
Despatch of this circular with notice of SGM on or before	Friday, 24 May
Latest time for lodging proxy form of SGM	4:00 p.m. Saturday, 15 June
Date of SGM	4:00 p.m. Monday, 17 June
Announcement on results of SGM	Monday, 17 June
Effective date of the Capital Reorganisation	Tuesday, 18 June
Dealings in Adjusted Shares commence	9:00 a.m. Tuesday, 18 June
First day for free exchange of Existing Share Certificates for New Share Certificates	Tuesday, 18 June
Original counter for trading in Shares in board lots of 20,000 Shares (in the form of Existing Share Certificates) temporarily closes	9:00 a.m. Tuesday, 18 June
Temporary counter for trading in Adjusted Shares in board lots of 1,000 Adjusted Shares (in the form of Existing Share Certificates) opens	9:00 a.m. Tuesday, 18 June
Original counter for trading in Adjusted Shares in board lots of 20,000 Adjusted Shares (only New Share Certificates can be traded at this counter) re-opens	9:00 a.m. Wednesday, 3 July
Parallel trading in Adjusted Shares (in the form of New Share Certificates and Existing Share Certificates) commences	9:00 a.m. Wednesday, 3 July
Designated broker starts to stand in the market to provide matching services for odd lots of Adjusted Shares	9:00 a.m. Wednesday, 3 July
Temporary counter for trading in Adjusted Shares in board lots of 1,000 Adjusted Shares (in the form of Existing Share Certificates) closes	4:00 p.m. Tuesday, 23 July
Parallel trading in Adjusted Shares (in the form of New Share Certificates and Existing Share Certificates) ends	Tuesday, 23 July

EXPECTED TIMETABLE

Event	Time and date 2013
Designated broker ceases to stand in the market to provide matching services for odd lots of Adjusted Shares	Tuesday, 23 July
Last day for free exchange of Existing Share Certificates for New Share Certificates	Thursday, 25 July

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

LETTER FROM THE BOARD

UNLIMITED CREATIVITY HOLDINGS LIMITED

無限創意控股有限公司

(Continued in Bermuda with limited liability)

(Stock Code: 8079)

Executive Directors:

Mr. Shiu Yeuk Yuen

Mr. Leung Ge On Andy

Independent non-executive Directors:

Dr. 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:*

7/F., Zung Fu Industrial Building

1067 King's Road

Quarry Bay

Hong Kong

24 May 2013

To the Shareholders

Dear Sir or Madam,

**(I) PROPOSED CAPITAL REORGANISATION;
(II) REFRESHMENT OF GENERAL MANDATE; AND
(III) NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the Announcement dated 2 May 2013.

The purpose of this circular is to provide you with information in respect of, among other things, (i) the proposed Capital Reorganisation; (ii) the Refreshment of General Mandate; (iii) the recommendation from the Independent Board Committee to the Independent Shareholders giving its recommendations in relation to the Refreshment of General Mandate; (iv) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders containing its advice and recommendations on the Refreshment of General Mandate; and (vi) the notice of the SGM.

LETTER FROM THE BOARD

I. PROPOSED CAPITAL REORGANISATION

The Board proposes to put forward to the Shareholders the Capital Reorganisation which will comprise:

(i) Share Consolidation:

The consolidation of every twenty (20) issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.20 each;

(ii) Capital Reduction:

Immediately upon the Share Consolidation becoming effective, (i) the issued share capital of the Company will be reduced by cancelling the paid up capital of the Company to the extent of HK\$0.19 on each of the then issued Consolidated Shares such that the par value of each issued Consolidated Share will be reduced from HK\$0.20 to HK\$0.01 (the “**Issued Share Capital Reduction**”); and (ii) the authorised share capital of the Company will be reduced by reducing the par value of all Consolidated Shares from HK\$0.20 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 1,500,000,000 Consolidated Shares to HK\$15,000,000 divided into 1,500,000,000 Adjusted Shares of par value HK\$0.01 each;

(iii) Capital Increase:

Immediately upon the Capital Reduction becoming effective, the authorised share capital of the Company will be increased from HK\$15,000,000 divided into 1,500,000,000 Adjusted Shares to HK\$300,000,000 divided into 30,000,000,000 Adjusted Shares; and

(iv) Credit to contributed surplus account:

The credit amount arising in the books of the Company from the Issued Share Capital Reduction (approximately HK\$19,927,130) will be transferred to the contributed surplus account of the Company and the Directors will be authorised to apply any credit balance in the contributed surplus account of the Company in accordance with the bye-laws of the Company and all applicable laws (including the application of such credit balance to set off against the accumulated losses of the Company).

Conditions precedent to the Capital Reorganisation

The Capital Reorganisation is conditional upon:

- (i) the passing of the special resolution to approve the Capital Reorganisation by the Shareholders at the SGM;
- (ii) the GEM Listing Committee of the Stock Exchange granting approval to the listing of, and permission to deal in, the Adjusted Shares in issue following completion of the Capital Reorganisation, and the Adjusted Shares which may fall to be allotted and issued upon exercise of the Options; and

LETTER FROM THE BOARD

- (iii) the compliance with the relevant procedures and requirements under the Companies Act 1981 of Bermuda (as amended, modified or supplemented from time to time) and the GEM Listing Rules to effect the Capital Reduction, including (a) publication of a notice in relation to the Capital Reduction in an appointed newspaper in Bermuda on a date not more than thirty days and not less than fifteen days before the date on which the Capital Reduction is to take effect; and (b) that on the date on which the Capital Reduction is to be effected, there are no reasonable grounds for believing that the Company is, or after the Capital Reduction would be, unable to pay its liabilities as they become due.

The Capital Reorganisation will become effective on the next Business Day immediately following the fulfillment of the above conditions. The legal advisers to the Company as to Bermuda law have confirmed that, subject to the conditions of the Capital Reorganisation as set out above being satisfied, the Capital Reorganisation will be in compliance with the laws of Bermuda.

Effect of the Capital Reorganisation

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$300,000,000 divided into 30,000,000,000 Shares of par value HK\$0.01 each, of which 2,097,592,629 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the SGM, the effect of the Capital Reorganisation is summarised below:

	As at the Latest Practicable Date	Immediately upon the Capital Reorganisation becoming effective
Par value of each share	HK\$0.01	HK\$0.01
Authorised share capital	HK\$300,000,000 divided into 30,000,000,000 Shares	HK\$300,000,000 divided into 30,000,000,000 Adjusted Shares
Number of shares in issue	2,097,592,629 Shares	104,879,631 Adjusted Shares
Issued and fully paid-up share capital	HK\$20,975,926.29	HK\$1,048,796.31
Number of unissued shares	27,902,407,371 Shares	29,895,120,369 Adjusted Shares
Unissued share capital	HK\$279,024,073.71	HK\$298,951,203.69

LETTER FROM THE BOARD

As at 31 December 2012, the amount standing to the credit of the contributed surplus account of the Company was approximately HK\$181,291,000. Assuming that no new Shares are issued from the Latest Practicable Date until the effective date of the Capital Reorganisation, a total credit of approximately HK\$19,927,130 will arise as a result of the Capital Reduction and such amount will be credited to the contributed surplus account of the Company upon the Capital Reorganisation becoming effective.

Upon the Capital Reorganisation becoming effective, the Adjusted Shares will rank *pari passu* in all respects with each other. Fractional Adjusted Shares will not be issued by the Company to the Shareholders. Any fractional entitlements of the Adjusted Shares will be aggregated, sold and retained for the benefit of the Company.

Other than the relevant expenses, including but not limited to professional fees and printing charges incurred, the implementation of the Capital Reorganisation will have no effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the interests of the Shareholders, save for any fractional Adjusted Shares to which Shareholders may be entitled. The Directors believe that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group.

Board lot size

The board lot size for trading will remain unchanged at 20,000 shares for the Adjusted Shares, which is the same board lot size for trading in the existing Shares on GEM. Based on the closing price of HK\$0.019 per Share (i.e. HK\$0.38 per Adjusted Share assuming the Capital Reorganisation becoming effective) on the Last Trading Day, the value of each board lot of 20,000 Adjusted Shares would be HK\$7,600.

Reasons for the Capital Reorganisation

The Share Consolidation will increase the trading price per board lots of the Adjusted Shares, which will reduce the overall transaction costs of dealings in the Adjusted Shares. In addition, the Board considers that the Capital Reduction and the Capital Increase will give greater flexibility to the Company to raise funds through the issue of new issued shares in the future since the Company is not permitted to issue new Shares below par value under the laws of Bermuda and its bye-laws. As such, the Board also believes that the Capital Reorganisation may attract more investors and extend the Shareholders' base of the Company.

In view of the above, the Board considers that the Capital Reorganisation is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Free exchange of certificates for the Adjusted Shares and trading arrangement

Subject to the Capital Reorganisation becoming effective, which is expected to be on Tuesday, 18 June 2013, Shareholders may, from Tuesday, 18 June 2013 to Thursday, 25 July 2013 (both dates inclusive), submit the Existing Share Certificates to the Company's branch share registrar, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, to exchange, at the expense of the Company, for the New Share Certificates, which will be brown in colour. It is expected that the New Share Certificates will be available to the Shareholders for collection within ten Business Days from the date of submission for the exchange. Thereafter, the Existing Shares Certificate will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be from time to time be specified by the Stock Exchange) for each New Share Certificate or each Existing Share Certificate submitted for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the Existing Share Certificates will continue to be good evidence of legal title and may be exchanged for the New Share Certificates at any time but are not accepted for trading and settlement.

Odd lots arrangements and matching services

In order to alleviate difficulties arising from the existence of odd lots of the Adjusted Shares, the Company has appointed Kingston Securities Limited to stand in the market to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Adjusted Shares to make up a full board lot, or to dispose of their holdings of odd lots of the Adjusted Shares from Wednesday, 3 July 2013 to Tuesday, 23 July 2013 (both days inclusive). Holders of odd lots of the Adjusted Shares who wish to take advantage of this facility either to dispose of their odd lots of the Adjusted Shares or top up to a full board lot may, directly or through their brokers, contact Ms. Rosita Kiu of Kingston Securities Limited at Suite 2801, 28/F., One International Finance Centre, 1 Harbour View Street, Central, Hong Kong at telephone number (852) 2298-6215 during this period.

Holders of odd lots of the Adjusted Shares should note that successful matching of the sale and purchase of odd lots of the Adjusted Shares is not guaranteed. Any Shareholders, who is in any doubt about the odd lot matching facility, is recommended to consult his/her/its own professional advisers.

Outstanding Options

As at the Latest Practicable Date, there were outstanding Options granted under the Share Option Scheme to subscribe for 5,027,142 Shares. After the Capital Reorganisation becoming effective, the exercise price per Adjusted Share at which holders of the outstanding Options may subscribe for Adjusted Shares upon exercise of the Options and the number of their outstanding Options will be affected. The Company will engage the auditors of the Company or an independent financial adviser in accordance with the terms of the Share Option Scheme to certify in writing as to the adjustments (if any) required to be made in respect of the outstanding Options as a result of the Capital Reorganisation. The Company will make further announcement(s), when and where appropriate, about the adjustments in due course.

LETTER FROM THE BOARD

Save as aforesaid, the Company had no outstanding options, warrants or other securities convertible into or giving rights to subscribe for the Shares as at the Latest Practicable Date.

Listing application

An application has been made by the Company to the GEM Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Adjusted Shares.

Subject to the granting of the listing of, and permission to deal in, the Adjusted Shares on the Stock Exchange, the Adjusted Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Adjusted Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in on which listing or permission to deal is being or is proposed to be sought on other stock exchanges.

II. REFRESHMENT OF GENERAL MANDATE

Background of the Refreshment of General Mandate

At the AGM held on 2 August 2012, Shareholders approved, among other things, an ordinary resolution to grant the Directors the Existing General Mandate to issue, allot and deal with up to 139,839,508 Shares (equivalent to 6,991,975 whole Adjusted Shares), representing 20% of the share capital of the Company as at the date of the AGM. Upon completion of the bonus issue of 1,398,395,086 Shares by the Company on 18 March 2013, the issued share capital of the Company has been enlarged from 699,197,543 Shares as at the date of the AGM to 2,097,592,629 Shares as at the Latest Practicable Date.

For the period from the grant of the Existing General Mandate to the Latest Practicable Date, the Existing General Mandate had not been utilised and the Company has not made any refreshment of the Existing General Mandate since the AGM held on 2 August 2012. Therefore, only approximately 6.67% of the share capital of the Company could be issued under the Existing General Mandate after the bonus issue as aforesaid.

LETTER FROM THE BOARD

Reasons for the Refreshment of General Mandate

The Group is principally engaged in the money lending business; groceries store business, property investment, and financial instruments and quoted shares investment in Hong Kong.

The Board would like to provide flexibility for the Company to raise funds for its future business development and/or any opportunities to be identified by the Company, including but not limited to the funding for the possible acquisition of a controlling interest in a company engaged in property leasing business as announced by the Company on 5 March 2013, through equity financing. As at the Latest Practicable Date, save and except for the possible acquisition as mentioned above, which is still in the preliminary negotiation stage, the Company had not identified any other potential investments and/or business development opportunities to expand its business.

Given that equity financing (i) does not incur any interest paying obligations on the Group as compared with bank financing; (ii) is less costly and time-consuming than raising funds by way of rights issue or open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity as and when it arises, the Board proposes the Refreshment of General Mandate for the Directors to allot, issue and deal with new Shares with an aggregate nominal amount of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the SGM. As at the Latest Practicable Date, the Company had no plan to utilise the Issue Mandate. The Company also had no intention of raising funds and had not entered into any negotiation, written agreement and/or letter of intention in relation to any fund raising exercises. The Issue Mandate is proposed to the Shareholders prior to the Company's next annual general meeting and therefore, under Rule 17.42A of the GEM Listing Rules, the Refreshment of General Mandate is subject to the Independent Shareholders' approval at the SGM.

Equity fund raising activities in the past twelve months

The Company had not conducted any other equity fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

Potential dilution to shareholding of the existing public Shareholders

The table below sets out the shareholding structure of the Company (i) as the Latest Practicable Date; and (ii) upon full utilisation of the Issue Mandate (assuming no other Shares would be issued or repurchased by the Company) before and after the Capital Reorganisation becoming effective:

LETTER FROM THE BOARD

(a) Before the Capital Reorganisation becoming effective:

Name of Shareholders	As at the Latest Practicable Date		Upon full utilisation of the Issue Mandate (assuming no other Shares would be issued or repurchased by the Company)	
	Number of Shares	%	Number of Shares	%
China 3D Digital Entertainment Limited	224,040,000	10.68	224,040,000	8.90
Mr. Shiu Yeuk Yuen (<i>Note 1</i>)	158,467,166	7.55	158,467,166	6.30
Mr. Leung Ge On Andy (<i>Note 2</i>)	1,260,000	0.06	1,260,000	0.05
Existing public Shareholders	1,713,825,463	81.71	1,713,825,463	68.08
Shares to be issued under the Issue Mandate	–	–	419,518,525	16.67
Total	2,097,592,629	100	2,517,111,154	100

(b) After the Capital Reorganisation becoming effective:

Name of Shareholders	As at the Latest Practicable Date		Upon full utilisation of the Issue Mandate (assuming no other Adjusted Shares would be issued or repurchased by the Company)	
	Number of Adjusted Shares	%	Number of Adjusted Shares	%
China 3D Digital Entertainment Limited	11,202,000	10.68	11,202,000	8.90
Mr. Shiu Yeuk Yuen (<i>Note 1</i>)	7,923,358	7.55	7,923,358	6.30
Mr. Leung Ge On Andy (<i>Note 2</i>)	63,000	0.06	63,000	0.05
Existing public Shareholders	85,691,273	81.71	85,691,273	68.08
Adjusted Shares to be issued under the Issue Mandate	–	–	20,975,926	16.67
Total	104,879,631	100	125,855,557	100

LETTER FROM THE BOARD

Notes:

1. Mr. Shiu Yeuk Yuen is an executive Director. Out of the 158,467,166 Shares, 351 Shares are held by Ms. Hau Lai Mei, the spouse of Mr. Shiu Yeuk Yuen and 2,542,815 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; (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.
2. Mr. Leung Ge On Andy is an executive Director.

The table above illustrates that the shareholdings of the existing public Shareholders would decrease from approximately 81.71% as at the Latest Practicable Date to approximately 68.08% upon full utilisation of the Issue Mandate (assuming no other Shares would be issued or repurchased by the Company). Such potential dilution to the shareholdings of the existing public Shareholders represents a dilution of approximately 13.63 percentage point.

General

As at the Latest Practicable Date, the issued share capital of the Company consisted of 2,097,592,629 Shares (equivalent to 104,879,631 whole Adjusted Shares). An ordinary resolution will be proposed to the Independent Shareholders to approve the Refreshment of General Mandate to authorise the Directors to allot, issue and deal with new Shares, being the number of Shares not exceeding 20% of the issued share capital of the Company as at the date of the SGM.

The Issue Mandate will, if granted, remain effective until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting is required to be held; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

The Independent Board Committee, comprising Dr. Siu Yim Kwan, Sidney, Mr. Tsui Pui Hung and Mr. Kam Tik Lun, all being the independent non-executive Directors, has been formed to consider the Refreshment of General Mandate. VC Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

Pursuant to Rule 17.42A of the GEM Listing Rules, any controlling shareholders and their associates, or where there is no controlling shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution to approve the Refreshment of General Mandate to be proposed at the SGM. As at the Latest Practicable Date, the Company had no controlling Shareholders. Accordingly, Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy, being the executive Directors with shareholding interest in the Company, together with their respective associates are required to abstain from voting in favour of the resolution approving the Refreshment of General Mandate. The vote of the Independent Shareholders in respect of the Refreshment of General Mandate at the SGM will be taken by way of poll.

LETTER FROM THE BOARD

SGM

A notice of the SGM is set out from pages 24 to 27 of this circular. The SGM will be convened at 7/F., Zung Fu Industrial Building, 1067 King's Road, Quarry Bay, Hong Kong, on Monday, 17 June 2013 at 4:00 p.m. for the purpose of considering, and if thought fit, the passing of the relevant resolutions approving (i) the Capital Reorganisation; and (ii) the Refreshment of General Mandate.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the SGM. Completion and return of the form of proxy shall not preclude you from attending and voting at the SGM should you so wish.

RECOMMENDATION

The Directors are of the opinion that the Capital Reorganisation and the Refreshment of General Mandate are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Therefore, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the SGM.

Your attention is drawn to the letter from the Independent Board Committee to the Independent Shareholders set out on page 17 of this circular and the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and the Independent Shareholders set out from pages 18 to 23 of this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement in this circular misleading.

COMPETING INTERESTS

As at the Latest Practicable Date, so far as the Directors are aware, none of the Directors or management shareholders (as defined in the GEM Listing Rules) or any of their respective associates had any business or interest which competes or may compete with the business of the Group, or have or may have any other conflicts of interest with the Group.

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

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

UNLIMITED CREATIVITY HOLDINGS LIMITED

無限創意控股有限公司

(Continued in Bermuda with limited liability)

(Stock Code: 8079)

24 May 2013

To the Independent Shareholders

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE

We refer to the circular of the Company dated 24 May 2013 (the “**Circular**”), of which this letter forms part. Unless the context otherwise requires, capitalised terms used in this letter will have the same meanings as defined in the Circular.

We have been appointed to advise the Independent Shareholders in connection with the terms of the Issue Mandate. VC Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this respect.

We are of the view that the terms of the Issue Mandate, after taking into account the advice of the Independent Financial Adviser as set out from pages 18 to 23 of the Circular, are fair and reasonable so far as the Independent Shareholders are concerned, and that the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the SGM to approve the Refreshment of General Mandate.

Yours faithfully,

The Independent Board Committee

Dr. Siu Yim Kwan, Sidney

Mr. Tsui Pui Hung

Mr. Kam Tik Lun

Independent non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the text of a letter of advice to the Independent Board Committee and the Independent Shareholders from VC Capital in respect of the Refreshment of General Mandate, which has been prepared for the purpose of inclusion in this circular.



24 May 2013

To: *The Independent Board Committee and
the Independent Shareholders of
Unlimited Creativity Holdings Limited*

Dear Sir or Madam,

REFRESHMENT OF GENERAL MANDATE

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in respect of the Refreshment of General Mandate, details of which are set out in the letter from the Board (the “**Board Letter**”) contained in the circular (the “**Circular**”) of the Company to the Shareholders dated 24 May, of which this letter forms part. Terms used in this letter have the same meanings as defined in the Circular unless the context otherwise requires.

Pursuant to Rule 17.42A of the GEM Listing Rules, the Refreshment of General Mandate requires approval of the Independent Shareholders at the SGM at which any of the controlling shareholders and their associates, or where there is no controlling shareholders, the Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates shall abstain from voting in favour of the relevant resolution to approve the Refreshment of General Mandate to be proposed at the SGM. As at the Latest Practicable Date, the Company had no controlling shareholders. Accordingly, Mr. Shiu Yeuk Yuen and Mr. Leung Ge On Andy, being executive Directors with shareholding interest in the Company, together with their respective associates are required to abstain from voting in favour of the resolution approving the Refreshment of General Mandate. The vote of the Independent Shareholders in respect of the Refreshment of General Mandate at the SGM will be taken by way of poll.

The Independent Board Committee, comprising Dr. Siu Yim Kwan, Sidney, Mr. Tsui Pui Hung and Mr. Kam Tik Lun, all being the independent non-executive Directors, has been formed to consider the Refreshment of General Mandate. We have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the terms of the Issue Mandate are fair and reasonable so far as the Independent Shareholders are concerned and whether the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

BASIS OF OUR OPINION

In formulating our opinion, we have relied on the information and facts supplied, and the opinions expressed by, the executive Directors and senior management of the Group. We have also relied on the information and representations contained or referred to in the Circular and have assumed that they were true, accurate and complete at the time they were prepared or made and will continue to be so up to the Latest Practicable Date and should there be any material changes to our opinion after the despatch of the Circular and up to the date of the SGM, the Shareholders would be notified as soon as possible. We have no reason to doubt the truth, accuracy or completeness of the information and representations made to us by the executive Directors and senior management of the Group. We have been advised that no material facts have been omitted from the Circular and from the information supplied and opinions expressed to us.

The Directors have confirmed, having made all reasonable enquiries, that to the best of their knowledge, information and opinions expressed in the Circular are 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 in the Circular misleading.

PRINCIPLE FACTORS AND REASONS CONSIDERED

In arriving at our opinion as to whether the terms of the Issue Mandate are fair and reasonable so far as the Independent Shareholders are concerned and the Refreshment of General Mandate is in the interests of the Company and the Shareholders as a whole, we have taken into account the following principal factors and reasons:

BACKGROUND

The Group is principally engaged in the money lending business; groceries store business, property investment, and financial instruments and quoted shares investment in Hong Kong.

At the AGM held on 2 August 2012, Shareholders approved, among other things, an ordinary resolution to grant the Directors the Existing General Mandate to issue, allot and deal with up to 139,839,508 Shares (equivalent to 6,991,975 whole Adjusted Shares), representing 20% of the share capital of the Company as at the date of the AGM. However, upon completion of the bonus issue of 1,398,395,086 Shares by the Company on 18 March 2013, the issued share capital of the Company has been enlarged from 699,197,543 Shares as at the date of the AGM to 2,097,592,629 Shares as at the Latest Practicable Date.

For the period from the grant of the Existing General Mandate to the Latest Practicable Date, the Existing General Mandate had not been utilised and the Company has not made any refreshment of the Existing General Mandate since the AGM held on 2 August 2012. Therefore, under the Existing General Mandate, the Directors would only be allowed to allot and issue up to 139,839,508 Shares, which represents approximately 6.67% of the share capital of the Company as at the Latest Practicable Date.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As at the Latest Practicable Date, the issued share capital of the Company consisted of 2,097,592,629 Shares. Assuming that no Shares would be issued and/or repurchased by the Company from the Latest Practicable Date up to the date of the SGM, the grant of the Issue Mandate would allow the Directors to issue, allot and deal with up to 419,518,525 new Shares, representing 20% of the issued share capital of the Company as at the date of the SGM.

REASONS FOR THE REFRESHMENT OF EXISTING GENERAL MANDATE

Given that the issued share capital of the Company increased from 699,197,543 Shares as at the date of the AGM to 2,097,592,629 Shares upon completion of the bonus issue of 1,398,395,086 Shares by the Company on 18 March 2013, the Board would like to provide flexibility for the Company to raise funds for its future business development and/or any opportunities to be identified by the Company, including but not limited to the funding for the possible acquisition of a controlling interest in a company engaged in property leasing business as announced by the Company on 5 March 2013, through equity financing. As at the Latest Practicable Date, save and except for this possible acquisition in a property leasing which is still in the preliminary negotiation stage, the Company had not identified any other potential investments and/or business development opportunities to expand its business.

As noted from the Board Letter, as at Latest Practicable Date, the Company had no plan to utilise the Issue Mandate and no intention of raising funds and the Company had not entered into any negotiation, written agreement and/or letter of intention to any fund raising exercises. The Directors considered that while additional capital expenditure requirements arise, the Company can conduct equity financing in a less costly and time-consuming manner with the Issue Mandate. In addition, the Issue Mandate offers an opportunity for the Company with the capability to capture any capital raising or prospective investment opportunity as and when it arises. Accordingly, the Board proposes the Refreshment of General Mandate for the Directors to allot, issue and deal with new Shares with an aggregate nominal amount of not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the SGM.

According to the interim report of the Group for the six months ended 30 September 2012 (“**IR 2012**”), the cash and cash balances of the Group was approximately HK\$27.8 million and the bank borrowings which is on demand or due within a year was approximately HK\$20.9 million as at 30 September 2012. We noted that from the IR 2012, in order to maximize the return to Shareholders, the Group has also been seeking new investment opportunities to broaden the business scope of the Group and in addition, as announced by the Company on 5 March 2013, the Company intends to acquire controlling interest in a company which engaged in property leasing business. Given the current financial position of the Group, the Directors are of the view that there is no certainty that such financial position will be adequate for business development and acquisition of appropriate investments that may be identified by the Company in the future. In the event that the Group identifies suitable businesses or investment opportunities and does not have sufficient cash and credit resources on hand, and if it fails to obtain loans on terms which the Directors consider acceptable to the Group or raise funds from the equity market, or it cannot find other alternatives to finance the business development or acquisition of such investment opportunities in a timely manner, the Group may lose its opportunity in such investment opportunity. In this regards, we have discussed with the management of the Group and are advised that the Company has not identified any potential investment and/or business development opportunities to expand its business as at the Latest Practicable Date and the Refreshment of General Mandate is mainly for the purpose of ensuring the Company have sufficient Issue Mandate in pro rata to the enlarged share capital of the Company.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

OTHER FINANCING ALTERNATIVES

As advised by the Company, the Board considers that equity financing through the use of a general mandate is an important avenue of resources to the Group as it (i) does not incur any interest paying obligations on the Group as compared with bank financing; (ii) is less costly and time-consuming than raising funds by way of rights issue or open offer; and (iii) provides the Company with the capability to capture any capital raising or prospective investment opportunity as and when it arises.

As further advised by the Company, other financing alternatives such as debt financing or bank borrowings to fund future business development of the Company shall be taken into consideration subject to lengthy due diligence and negotiations and in appropriate circumstances.

In view of the above reasons and having considered that (i) the Existing General Mandate would only be allowed the Directors to allot and issue up to 139,839,508 Shares, which represents approximately 6.67% of the share capital of the Company as at the Latest Practicable Date; (ii) the Refreshment of General Mandate shall (a) ensure the Company having sufficient general mandate up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the SGM; (b) provide the Group with the financial flexibility to raise equity capital in a less costly and time-consuming manner; and (c) offer an opportunity for the Company with the capability to capture any capital raising or prospective investment opportunity as and when it arises. Nevertheless, as at the Latest Practicable Date, save and except for the possible acquisition in a property leasing business as announced by the Company on 5 March 2013 which is still in the preliminary negotiation stage, the Company had not identified any other potential investments and/or business development opportunities to expand its business, we are of the view that the terms of the Issue Mandate are in the interests of the Company and the Independent Shareholders as a whole.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company had not conducted any other equity fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

POTENTIAL DILUTION TO SHAREHOLDING OF THE EXISTING PUBLIC SHAREHOLDERS

Set out below is a table showing, for illustrative purpose, (i) the shareholding structure of the Company as at the Latest Practicable Date; and (ii) the shareholding structure of the Company upon full utilisation of the Issue Mandate (assuming no Shares would be issued or repurchased by the Company) before and after the Capital Reorganisation becoming effective:

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

(a) Before the Capital Reorganisation becoming effective:

Name of Shareholders	As at the Latest Practicable Date		Upon full utilisation of the Issue Mandate (assuming no other Shares would be issued or repurchased by the Company)	
	Number of Shares	%	Number of Shares	%
China 3D Digital Entertainment Limited	224,040,000	10.68	224,040,000	8.90
Mr. Shiu Yeuk Yuen (<i>Note 1</i>)	158,467,166	7.55	158,467,166	6.30
Mr. Leung Ge On Andy (<i>Note 2</i>)	1,260,000	0.06	1,260,000	0.05
Existing public Shareholders	1,713,825,463	81.71	1,713,825,463	68.08
Shares to be issued under the Issue Mandate	–	–	419,518,525	16.67
Total	2,097,592,629	100.00	2,517,111,154	100.00

(b) After the Capital Reorganisation becoming effective:

Name of Shareholders	As at the Latest Practicable Date		Upon full utilisation of the Issue Mandate (assuming no other Adjusted Shares would be issued or repurchased by the Company)	
	Number of Adjusted Shares	%	Number of Adjusted Shares	%
China 3D Digital Entertainment Limited	11,202,000	10.68	11,202,000	8.90
Mr. Shiu Yeuk Yuen (<i>Note 1</i>)	7,923,358	7.55	7,923,358	6.30
Mr. Leung Ge On Andy (<i>Note 2</i>)	63,000	0.06	63,000	0.05
Existing public Shareholders	85,691,273	81.71	85,691,273	68.08
Adjusted Shares to be issued under the Issue Mandate	–	–	20,975,926	16.67
Total	104,879,631	100.00	125,855,557	100.00

Notes:

- Mr. Shiu Yeuk Yuen is an executive Director. Out of the 158,467,166 Shares, 351 Shares are held by Ms. Hau Lai Mei, the spouse of Mr. Shiu Yeuk Yuen and 2,542,815 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; (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.
- Mr. Leung Ge On Andy is an executive Director.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As illustrated in the table above, before and after the Capital Reorganisation becoming effective, the aggregate shareholding of the Independent Shareholders will decrease from approximately 81.71% as at the Latest Practicable Date to approximately 68.08% upon full utilisation of the Issue Mandate (assuming no other Shares would be issued and/or repurchased by the Company). Such potential dilution to the shareholdings of the existing public Shareholders represents a dilution of approximately 13.63%.

Taking into account that (i) the Refreshment of General Mandate will provide an alternative means for the Company to raise capital by allotment and issue of new Shares before the next annual general meeting; (ii) the Refreshment of General Mandate offers an opportunity for the Company with the capability to capture any capital raising or prospective investment opportunity as and when it arises, and (iii) the fact that shareholdings of all the Shareholders will be diluted in proportion to their respective shareholdings upon any utilisation of the Issue Mandate, we consider that such potential dilution to the shareholding of existing Shareholders to be acceptable.

RECOMMENDATION

Having considered the factors and reasons as stated above, we are of the view that the terms of the Issue Mandate are fair and reasonable and the Refreshment of General Mandate is in the interests of the Company and the Independent Shareholders as a whole. Accordingly, we recommend the Independent Shareholders and advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution in relation to the Refreshment of General Mandate to be proposed at the SGM.

Yours faithfully,
For and on behalf of
VC Capital Limited

Philip Chau
Managing Director

Susanna Ho
Director

NOTICE OF SGM

UNLIMITED CREATIVITY HOLDINGS LIMITED

無限創意控股有限公司

(Continued in Bermuda with limited liability)

(Stock Code: 8079)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT a special general meeting (the “**Meeting**”) of the shareholders of Unlimited Creativity Holdings Limited (the “**Company**”) will be held at 7/F., Zung Fu Industrial Building, 1067 King’s Road, Quarry Bay, Hong Kong, on Monday, 17 June 2013 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

SPECIAL RESOLUTION

- “1. **THAT:** subject to and conditional upon, (i) the Listing Committee of Growth Enterprise Market operated by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting or agree to grant the listing of and permission to deal in the Adjusted Shares (as defined below); and (ii) compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (as amended), with effect from 9:00 a.m. on Tuesday, 18 June 2013 (Hong Kong time) or such time or such other date and/or time as the directors of the Company may determine:
- a. every twenty (20) issued and unissued shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of par value of HK\$0.20 (each a “**Consolidated Share**”) (the “**Share Consolidation**”);
 - b. (i) the issued share capital of the Company be reduced by cancelling the paid-up capital of the Company to the extent of HK\$0.19 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Share be reduced from HK\$0.20 to HK\$0.01 (the “**Issued Share Capital Reduction**”); and (ii) the par value of all Consolidated Shares in the authorised share capital of the Company be reduced from HK\$0.20 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 1,500,000,000 Consolidated Shares to HK\$15,000,000 divided into 1,500,000,000 shares of par value HK\$0.01 each (each an “**Adjusted Share**”) (collectively, the “**Capital Reduction**”);
 - c. the authorised share capital of the Company be increased from HK\$15,000,000 divided into 1,500,000,000 Adjusted Shares to HK\$300,000,000 divided into 30,000,000,000 Adjusted Shares (the “**Capital Increase**”);

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- d. the amount of credit arising from the Issued Share Capital Reduction be transferred to the contributed surplus account of the Company and the directors of the Company (the “**Directors**”) be and are hereby authorised to apply any credit balance in the contributed surplus account of the Company in accordance with the bye-laws of the Company and all applicable laws (including the application of such credit balance to set off against the accumulated losses of the Company);
- e. the Directors be and are hereby generally authorised to do all such acts deeds and things and to sign all documents as they may, in their absolute discretion, deem necessary, desirable or appropriate to give effect and implement the Share Consolidation, the Capital Reduction and the Capital Increase.”

ORDINARY RESOLUTION

“2. **THAT:**

- a. subject to paragraph (c) below, resolution, and pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company and to make or grant offers, agreements, options including warrants to subscribe for shares, and/or rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- b. the approval given in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company), which may require the exercise of such powers after the end of the Relevant Period;
- c. the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as hereinafter defined) pursuant to paragraph (a) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) on the exercise of any options granted under the share option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the bye-

NOTICE OF SGM

laws in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any exercisable convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the aggregate nominal amount of share capital of the Company in issue as at the date of passing this resolution and the said approval 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:

- (1) the conclusion of the next annual general meeting of the Company;
- (2) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws or the Companies Ordinance or any other applicable law of Hong Kong to be held; and
- (3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in a general meeting; and

“**Rights Issue**” means an offer of shares in the capital of the Company, or an offer or issue of warrants, options or other securities giving rights to subscribe for shares, open for a period fixed by the Directors to holders of shares in the capital of the Company or any class thereof on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion 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, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

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

Hong Kong, 24 May 2013

NOTICE OF SGM

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Head office and principal place of business in Hong Kong:

7/F., Zung Fu Industrial Building
1067 King's Road
Quarry Bay
Hong Kong

Notes:

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

As at the date of this notice, the board of Directors 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.