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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)

#### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** a special general meeting (the “**SGM**”) 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, 23 March 2015 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

**“1. 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 of Hong Kong Limited (the “**Stock Exchange**”), 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 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-laws in force from time to time; or (4) any issue of shares of the Company upon 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).”

- “2. **THAT:** subject to and conditional upon the granting by the Listing Committee of the Growth Enterprise Market operated by the Stock Exchange of the listing of and permission to deal in the shares of the Company which may be issued pursuant to the exercise of option to be granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted on 4 January 2011, which entitles the Directors to grant options after the listing of shares of the Company on the Stock Exchange, in the manner as set out in paragraph (a) of this resolution,
- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and
  - (b) the Directors be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

### **SPECIAL RESOLUTIONS**

- “1. **THAT:** subject to and conditional upon, (i) the Listing Committee of Growth Enterprise Market operated by 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, 24 March 2015 (Hong Kong time) or such time or such other date and/or time as the Directors may determine:
- a. every ten (10) 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\$0.10 each (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\$0.09 on each of the issued Consolidated Share such that the par value of each issued Consolidated Share be reduced from HK\$0.10 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\$0.10 each to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$300,000,000 divided into 3,000,000,000 Consolidated Shares to HK\$30,000,000 divided into 3,000,000,000 shares of par value of HK\$0.01 each (each an “**Adjusted Share**”) (collectively, the “**Capital Reduction**”);
- c. the authorised share capital of the Company be increased from HK\$30,000,000 divided into 3,000,000,000 Adjusted Shares to HK\$300,000,000 divided into 30,000,000,000 Adjusted Shares (the “**Capital Increase**”);
- 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 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); and
- 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.”
- “2. **THAT**, subject to and conditional upon approval by the Registrar of Companies in Bermuda being obtained, the name of the Company be changed from “Unlimited Creativity Holdings Limited” to “Easy Repay Finance & Investment Limited” and the secondary name of the Company be changed from “無限創意控股有限公司” to “易還財務投資有限公司”; and the Directors be and are hereby authorised to do all such acts and things and to execute all documents they consider necessary or expedient to effect the aforesaid change of the name of the Company.”

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

Hong Kong, 27 February 2015

*Registered Office:*  
Canon's Court  
22 Victoria Street  
Hamilton HM 12  
Bermuda

*Head office and principal place of business in Hong Kong:*  
7th Floor  
Zung Fu Industrial Building  
1067 King's Road  
Quarry Bay, Hong Kong

*Notes:*

1. A form of proxy for use at the SGM is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any shareholder of the Company entitled to attend and vote at the SGM convened by the above notice shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the above SGM or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the SGM convened or at any adjourned meeting (as the case may be) and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM, whether in person or by proxy, priority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. 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, Dr. Siu Yim Kwan, Sidney, Mr. Kam Tik Lun and Mr. Lau Gar Hung, Christopher, being independent non-executive Directors.

*This announcement will remain on the Company's website at [www.ulcreativity.com](http://www.ulcreativity.com) and the "Latest Company Announcements" page of the GEM website for at least seven days from the date of its posting.*