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If you have sold or otherwise transferred all of your ordinary shares in Unitech Corporate Parks Plc (the "Company"), please forward this document and the accompanying form of proxy to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred part of your holding, please consult a stockbroker, bank or other agent through whom the sale was made.

UNITECH CORPORATE PARKS PLC

(INCORPORATED IN THE ISLE OF MAN WITH REGISTERED NO. 117626C)

NOTICE OF 2013 ANNUAL GENERAL MEETING

Notice of the Annual General Meeting of the Company to be held at the offices of IOMA Fund and Investment Management Limited on Friday 27 September 2013 at 10.00am is set out on page 6 of this document. A form of proxy for use at the Annual General Meeting is also enclosed. Whether or not you propose to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's registered office IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man, either by personal delivery, post, facsimile transmission (+44 (0)1624 681392) or email (grainned@iomagroup.co.im), as soon as possible and, in any event, so as to be received not later than 10.00am on 25 September 2013, being not less than 48 hours before the time fixed for the Annual General Meeting.

A summary of the action to be taken by Shareholders is set out on page 3 of this document and in the notice of the Annual General Meeting set out at the end of this document. The return of one or more completed forms of proxy will not prevent you from attending the Annual General Meeting and voting in person if you wish to do so.

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DEFINITIONS

In this document, unless the context otherwise requires, the following words and expressions have the meanings set out opposite them.

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| “2006 Act” | the Isle of Man Companies Act 2006 (as amended); |
| “Annual General Meeting” or “AGM” | the annual general meeting of the Company notice of which is set out on page 6 of this document; |
| “Board” | the board of directors of the Company; |
| “Company” | Unitech Corporate Parks Plc; |
| “Director” | a director (including a person acting as a director) of the Company; |
| “New Articles” | the new articles of association to be adopted by the Company upon Re-registration; |
| “New Memorandum” | the new memorandum of association to be adopted by the Company upon Re-registration; |
| “Ordinary Shares” | ordinary shares of £0.01 each in the capital of the Company; |
| “Re-registration” | the re-registration of the Company as a company governed by the 2006 Act; and |
| “Shareholder” | a holder of Ordinary Shares. |

UNITECH CORPORATE PARKS PLC

(incorporated in the Isle of Man with registered no. 117626C)

Directors:

D. Lake (Chairman)
A. Chandra
M.Y. Khan
N.R. Sallnow-Smith
J.K. Sleeman

Registered Office:

IOMA House
Hope Street
Douglas
Isle of Man
IM1 1AP

Dear Shareholder,

2 September 2013

2013 ANNUAL GENERAL MEETING

Introduction

I am writing to give you details of the resolutions to be proposed at this year's Annual General Meeting of the Company to be held at the offices of IOMA Fund and Investment Management Limited, IOMA House, Hope Street, Douglas, Isle of Man on 27 September 2013 at 10.00am and which are set out in the notice of Annual General Meeting on page 6 of this document.

Shareholders should read the contents of this document in conjunction with the audited annual accounts of the Company for the financial year ended 31 March 2013, together with the reports of the Directors and Auditors thereon enclosed with this document.

ANNUAL GENERAL MEETING

The following resolutions will be proposed at this year's Annual General Meeting:-

Resolutions numbered 1-7 – 'Ordinary Business'

Resolutions numbered 1-7 to be proposed at the Annual General Meeting are all 'ordinary business' and will each be proposed as an ordinary resolution as follows:

1. the receipt and adoption of the audited annual accounts of the Company for the financial year ended 31 March 2013, together with the reports of the Directors and Auditors thereon;
2. the re-election of Ajay Chandra who retires and, being eligible, offers himself for re-election as a Director at the Annual General Meeting;
3. the re-election of Mohammad Khan who retires and, being eligible, offers himself for re-election as a Director at the Annual General Meeting;
4. the re-election of Donald Lake who retires and, being eligible, offers himself for re-election as a Director at the Annual General Meeting;
5. the re-election of Nicholas Sallnow-Smith who retires and, being eligible, offers himself for re-election as a Director at the Annual General Meeting;
6. the re-election of John Sleeman who was appointed a Director by the Board of Directors of the Company on 1 June 2013 and who retires and, being eligible, offers himself for re-election as a Director at the Annual General Meeting;
7. the re-appointment of KPMG Audit LLC as auditors of the Company and the authorisation of the Directors to determine the auditors' remuneration.

Resolution number 8 – 'Special Business'

Resolution number 8 will be proposed as a special resolution as follows:

8. That:
 - (a) the Company be re-registered as a company incorporated under the Companies Act 2006 (the "2006 Act");
 - (b) the Company adopts the memorandum of association complying with section 149(2) of the 2006 Act in the form initialled by the Chairman of the meeting; and
 - (c) the Company adopts the articles of association in the form initialled by the Chairman of the meeting.

RE-ELECTION OF DIRECTORS

The Directors have decided that it is appropriate (and in line with UK Corporate Governance Code best practice) for each of them to retire, and seek re-election, as a Director at the Annual General Meeting.

Biographical details of the Directors

Donald Lake

Mr. Lake is a Fellow of The Royal Institution of Chartered Surveyors, having qualified with Matthews & Goodman in the City of London. Subsequently, he was a director of the property arm of C T Bowring & Co. Limited and for 14 years the sole external member of the property investment committees of Crusader Insurance PLC.

Mr. Lake has many years' experience of commercial and residential development projects in the UK and some European countries. Mr. Lake is also a director of Alpha UK Multi-property Trust PLC (listed on the London Stock Exchange), Business Centre Properties PLC and Healthcare & Leisure Property Limited (both formerly listed in the Channel Islands), and of European Property Investment Portfolio PLC (an open ended fund).

Mr. Lake is the non-executive Chairman of the Company, and of the Company's subsidiaries in Mauritius, and is a member of the Company's Audit Committee.

Ajay Chandra

Mr. Chandra has a Bachelor's degree in Civil Engineering from Cornell University, USA and a Master's degree in Business Administration from the University of North Carolina, USA. He is currently the Managing Director of Unitech Limited, which is the largest listed Real Estate developer in India. He is responsible for all of Unitech Limited's real estate activities in the Eastern, Southern and Western regions of India and also for Unitech Limited's expansion into amusement and entertainment parks across India.

Between 1992 and 1993, Mr. Chandra worked as an equity analyst for Jardine Fleming, an international investment bank, covering both banking and hospitality sectors.

Mr. Chandra is a non-executive Director of the Company.

Mohammad Yousuf Khan

Dr. Khan holds an honorary doctorate degree in Business Management from Burkes University and a degree in Science from the University of Kashmir. He is currently the Chairman of the Banking and Advisory Council for Yes Bank Limited. He is also a director of Bharat Hotels in India and a senior advisor to Berenson & Company.

Previously, Dr. Khan has held the positions of Chairman of J&K Bank, Managing Director of J&K Agro Industries Development Corporation and Managing Director of J&K Tourism Development Corporation.

Dr. Khan is the Chairman of Chinab Valley Power Corporation, a director of the Federal Bank of India and a director of Zee Entertainment.

Dr. Khan is a non-executive Director of the Company and is a member of the Company's Audit Committee.

Nicholas Sallnow-Smith

Mr. Sallnow-Smith has a wide-ranging property, finance and management background in Asia and the United Kingdom over the last 30 years, including through his role as chief executive of Hongkong Land Holdings Limited between 2000 and 2007 and regional chief executive, NE Asia, of Standard Chartered PLC until 2008. He is Chairman of The Link Management Limited, investment manager to The Link Real Estate Investment Trust, which is currently Asia's largest REIT. Mr. Sallnow-Smith is also an independent non-executive director of Wynn Macau Limited and both Dah Sing Financial Holdings Limited and Dah Sing Bank Limited.

Mr. Sallnow-Smith is a non-executive Director of the Company and is Chairman of the Company's Audit Committee.

John Sleeman

Mr Sleeman has over 35 years of investment banking experience with extensive knowledge of equity capital markets, M&A and debt. John was a director of Samuel Montagu and Managing Director, Head of the International Team, Corporate Finance and Advisory at HSBC Bank plc, responsible for HSBC's Investment Banking business in Russia, central and eastern Europe, north and sub-Saharan Africa, Greece, India, Israel, Malta, the Middle East and Turkey.

Mr Sleeman has served as a board director of OSJC Power Machines and JSC Open Investments, and is currently Chairman of PV Crystalox Solar Plc. He is a founding partner of S.P. Angel Corporate Finance LLP, an investment banking boutique that is a Member of the London Stock Exchange, an AIM Nominated Adviser and Broker and an ISDX Growth Markets Corporate Adviser.

Mr Sleeman is Fellow of the Institute of Chartered Accountants in England and Wales and an Associate of the Chartered Institute of Bankers.

Mr Sleeman is a non-executive Director of the Company and is a member of the Company's Audit Committee.

RESOLUTION NUMBER 8

Proposed conversion to a 2006 Act Company

The Directors have been considering the best means by which some of the proceeds from the sales of investments may be returned to Shareholders. To provide the Company with a greater degree of flexibility in terms of the way in which the return of funds may be implemented, the Directors have concluded that it would be in the best interests of the Company and the Shareholders to propose a special resolution at the Annual General Meeting approving the following additional matters:

- (a) the re-registration of the Company as a company governed by the 2006 Act (it is currently incorporated under the Isle of Man Companies Acts 1931-2004) (the "Re-registration"); and
- (b) the adoption of a new memorandum of association (the "New Memorandum") and new articles of association (the "New Articles") suitable for a company governed by the 2006 Act.

The 2006 Act updates and modernises Isle of Man company law and, amongst other things, abolishes a number of traditional company law formalities including the requirement to maintain capital (subject to solvency). Accordingly, subject to the Re-registration becoming effective, the Company will have greater flexibility as regards the way in which funds may be returned to Shareholders. Part 1 of the Schedule to this letter contains a brief explanation of the key characteristics of companies incorporated under the 2006 Act.

As part of the Re-registration the Company proposes to adopt the New Articles, which the Company considers are appropriate for a company incorporated under the 2006 Act the shares of which are admitted to AIM. The proposed New Articles are substantially the same as the Company's existing articles of association; those changes considered significant which have been incorporated in to the New Articles are listed in Part 2 of the Schedule to this letter.

Copies of the New Memorandum and the New Articles are available for review from the Company's registered office at any time before the Annual General Meeting; in addition, copies of the New Memorandum and the New Articles will be available on the Company's website at www.unitechcorporatoparks.com and at the Annual General Meeting.

On the basis that the Re-registration proceeds, the 2006 Act provides that the Company will be the same legal entity as exists at present and Re-registration will not serve to prejudice or affect the continuity of the Company. On the date the Registrar of Companies in the Isle of Man issues a certificate of re-registration in respect of the Company, the Company will cease to be a company incorporated under and subject to the Companies Acts 1931-2004 (as amended); instead the Company will be subject to the 2006 Act.

ACTION TO BE TAKEN IN RESPECT OF THE ANNUAL GENERAL MEETING

Shareholders will find enclosed with this document a form of proxy for use at the Annual General Meeting. Whether or not you intend to be present at the AGM, you are requested to complete and return the form of proxy so as to reach the Company's registered office at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP, either by personal delivery, post, facsimile transmission (+44 (0)1624 681392) or email (grained@iomagroup.co.im), as soon as possible and, in any event, not later than 10.00am on 25 September 2013, being not less than 48 hours before the time appointed for the AGM.

Completion and return of a form of proxy will not, however, prevent you from attending at the Annual General Meeting and voting in person if you should wish to do so.

CONCLUSION

Your Directors are unanimously in favour of resolutions numbered 1-8 (inclusive) to be proposed at this year's Annual General Meeting, which they consider to be in the best interests of the Shareholders as a whole. Accordingly, your Directors unanimously recommend Shareholders to vote in favour of those resolutions at the Annual General Meeting, as they intend to do in respect of their own beneficial shareholdings.

Shareholders who have any questions with respect to the contents of this document may contact the Company Secretary, Philip Scales, on +44 (0)1624 681250.

Yours faithfully,

Donald Lake
Chairman

SCHEDULE

PART 1

KEY CHARACTERISTICS OF COMPANIES INCORPORATED UNDER THE 2006 ACT

The following are some key characteristics of companies incorporated under, and subject to, the 2006 Act. It should be noted that the following does not constitute an exhaustive list of the differences between the statutory regimes to which companies incorporated under the Isle of Man Companies Acts 1931 to 2004 (collectively, the "1931 Act") and companies incorporated under the 2006 Act are subject.

Resolutions

The 2006 Act does not differentiate between ordinary resolutions (passed by a simple majority of votes cast in relation to the relevant resolution) and special resolutions (passed by a majority of three-quarters of votes cast in relation to the relevant resolution). However, there is no prohibition on the Company adopting such a differentiation if it chooses to do so. Accordingly, the New Articles provide for both ordinary resolutions and special resolutions where appropriate.

Share Capital

Companies incorporated under the 2006 Act are not required to have an authorised share capital. However, the New Articles state that, unless increased by ordinary resolution, the amount of share capital of the Company available for issue is £5,000,000 divided into 500,000,000 Ordinary Shares, which reflects the Company's present authorised share capital.

Reduction of Capital

The 2006 Act will permit the Company to reduce its share capital, subject to a statutory solvency test (the "Solvency Test") being satisfied. As such, there will be no need for the Court to confirm any reduction of capital. In the event that the Company re-registers as a company incorporated under the 2006 Act, the Directors will be authorised to reduce the share capital of the Company by such amounts as the Directors consider appropriate from time to time, provided on each occasion the Directors are satisfied that the Company satisfies the Solvency Test.

Dividends, Redemptions and Buy-backs of Shares

Subject to compliance with the New Memorandum and the New Articles, the 2006 Act will allow the Company, post Re-registration, to declare and pay a dividend, or to declare and distribute a dividend in specie, and to purchase, redeem or otherwise acquire its own shares subject only to meeting the Solvency Test. There is therefore no requirement, subject to satisfying the Solvency Test, that dividends, purchases, redemptions or other acquisitions of shares be made out of, or with reference to, distributable reserves.

Amendments to Constitutional Documents

The 2006 Act does not require a company subject to its provisions to amend its memorandum or articles of association by special resolution. However, the proposed New Memorandum to be adopted by the Company upon its Re-registration provides that the Company's memorandum and articles of association may only be amended by special resolution of the Company.

Voluntary Winding Up

Unless otherwise provided for in a company's memorandum and articles of association, a 2006 Act company may be wound up voluntarily with the sanction of an ordinary resolution of its members. However, members of a company incorporated under the 1931 Act must pass a special resolution to sanction the voluntary winding up of a company. In order to preserve the current voting requirements, the New Articles expressly provide that the Company may only be wound up voluntarily by its members with the sanction of a special resolution.

Capacity and Powers

Companies incorporated under the 2006 Act have separate legal personality and perpetual existence. In addition, such companies have unlimited capacity to carry on or undertake any business or activity; this is so notwithstanding the matter of corporate benefit. The 2006 Act specifically states that no corporate act is beyond the capacity of a company incorporated under the 2006 Act by reason only of the fact that the relevant company has purported to restrict its capacity in any way in its memorandum or articles of association or otherwise. A person who deals in good faith with a company incorporated under the 2006 Act is entitled to assume that the directors of the company are acting without limitation.

Other Points

In addition to the foregoing, the following other points should be noted in relation to companies incorporated under the 2006 Act:

- there are no prohibitions in relation to the Company providing financial assistance for the purchase of its own shares;
- there is a requirement for a registered agent appropriately licensed in the Isle of Man (IOMA Fund and Investment Management Limited will be the Company's first registered agent following Re-registration);
- there is no differentiation between public and private companies;
- there are simple share offer document requirements/share offering/prospectus requirements;
- there are reduced compulsory registry filings;
- there is no statutory requirement for a company incorporated under the 2006 Act to have an annual general meeting (although this requirement has been provided for in the New Articles);
- there is no statutory requirement for a company incorporated under the 2006 Act to have a company secretary (although this requirement has been provided for in the New Articles); and
- the statutory accounting requirements are simplified (although provisions requiring a printed copy of the directors' and auditor's reports accompanied by printed copies of the annual accounts to be laid before the Company in general meeting are provided for in the New Articles).

PART 2

SUMMARY OF THE NEW ARTICLES

The principal changes which would arise from the adoption of the New Articles are summarised below. It should be noted that the following does not constitute an exhaustive list of the differences between the Company's current articles of association and the New Articles.

Purchase of Shares

Subject to the satisfaction of the Solvency Test, the New Articles will permit the buy-back of shares without the need for additional Shareholder authorities and without the restrictions which currently apply under the 1931 Act in terms of which such a purchase can only be funded from distributable profits or the proceeds of a fresh issue of shares made for the purpose of the repurchase.

Sanction to Variation

The current articles of association of the Company permit, in the event the share capital is divided into shares of different classes, the variation of the rights attached to a class of shares with the consent in writing of the holders of not less than three quarters in nominal value of the issued shares of the class or with the sanction of an extraordinary resolution. The New Articles contain a similar provision except that the reference to approval by extraordinary resolution has been deleted, as the 2006 Act does not recognise the concept of such resolutions, and reference to a special resolution inserted.

Restricted Shareholders

The provisions precluding certain classes of United States person from holding shares in the capital of the Company have been updated in the New Articles to reflect recent changes to United States law.

Closing of the Register

Under the 1931 Act, the Company is obliged to publish a notice confirming a suspension of share transfers in two Isle of Man newspapers. However, as there is no equivalent requirement in the 2006 Act, the New Articles provide that notification must be published via a Regulatory Information Service (which is considered more appropriate for a listed company).

Annual General Meetings

The 2006 Act does not require companies incorporated under, and subject to, its provisions to hold an annual general meeting. However, the New Articles impose an obligation upon the Directors to convene general meetings on an annual basis.

CREST proxy voting

Additional provisions have been added to the New Articles to expressly provide for CREST proxy voting.

Takeover Code Provisions

As the Company will become subject to the UK Takeover Code on 30 September 2013, the articles reflecting key provisions of the Takeover Code in the New Articles (which replicate those articles set out in the current articles of association of the Company) will cease to have effect on and from that date.

Reserves

References to income and capital reserves have been deleted from the New Articles, as the 2006 Act does not require the same to be maintained.

Accounts

The New Articles provide that copies of the Company's reports and accounts to be sent to members may be emailed to members who have notified the Company of a valid email address and who agree to receive the Company's reports and accounts electronically.

Life of the Company

The provisions relating to the duration of the Company's investment activities have been updated in the New Articles to reflect the recently announced extension of the Company's investment activities to 31 December 2017.

UNITECH CORPORATE PARKS PLC

(incorporated in the Isle of Man with registered no. 0117626C)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the **ANNUAL GENERAL MEETING** of the Company will be held at IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP at 10.00am on 27 September 2013 for the following purposes:

Ordinary Business

To consider and, if thought fit, to pass the following resolutions, each of which will be proposed as an ordinary resolution:

1. to receive and adopt the Company's annual accounts for the financial year ended 31 March 2013 together with the directors' report and auditors' report on those accounts;
2. to re-elect Ajay Chandra as a director of the Company;
3. to re-elect Mohammad Khan as a director of the Company;
4. to re-elect Donald Lake as a director of the Company;
5. to re-elect Nicholas Sallnow-Smith as a director of the Company;
6. to re-elect John Sleeman as a director of the Company;
7. to reappoint KPMG Audit LLC as auditors of the Company to hold office from the conclusion of the meeting to the conclusion of the next meeting at which the accounts are laid before the Company, at a remuneration to be determined by the directors of the Company

Special Business

To consider and, if thought fit, to pass the following resolution which will be proposed as a special resolution:

8. That:
 - (a) the Company be re-registered as a company incorporated under the Companies Act 2006 (the "2006 Act");
 - (b) the Company adopts the memorandum of association complying with section 149(2) of the 2006 Act in the form initialled by the Chairman of the meeting; and
 - (c) the Company adopts the articles of association in the form initialled by the Chairman of the meeting.

By order of the Board

Philip Scales

Company Secretary
2 September 2013

NOTES

1. A member of the Company entitled to attend and vote at the above-mentioned meeting (as provided in Note 4 below) is entitled to appoint another person as his proxy and to attend and to vote in his stead. A proxy need not be a member of the Company.
2. To be effective, completed forms of proxy must be returned to the Company's registered office, IOMA House, Hope Street, Douglas, Isle of Man IM1 1AP either by personal delivery, post, facsimile transmission (+44 (0)1624 681392) or email (grained@iomagroup.co.im), by not later than 10.00am on 25 September 2013. Completion and return of a form of proxy will not prevent a member from attending the Annual General Meeting and voting in person.
3. As at the close of business on the date immediately preceding this notice, the Company's issued share capital comprised 360 million ordinary shares. Each ordinary share carries the right to one vote at the Annual General Meeting of the Company and, therefore, the total number of voting rights in the Company as at the close of business on the date immediately preceding this notice is 360 million.
4. The Company, pursuant to Regulation 22 of the Uncertificated Securities Regulations 2005 (Isle of Man), specifies that only those members registered in the register of members of the Company as at 10.00am on 25 September 2013 (or in the event that the meeting is adjourned, on the register of members 48 hours before the time of any adjourned meeting) shall be entitled to attend or vote at the meeting in respect of the number of ordinary shares registered in their name at that time. Changes to entries on the register of members of the Company after 10.00am on 25 September 2013 (or, in the event that the meeting is adjourned, on the register of members less than 48 hours before the time of any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.