
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Unitas Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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

UNITAS HOLDINGS LIMITED

宏海控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) PROPOSED RE-ELECTION OF THE DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Unitas Holdings Limited to be held at Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 30 September 2026 at 11:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.unitas.com.hk).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish and in such event, the proxy form shall be deemed to be revoked.

This circular will remain on the ("Latest Listed Company Information" page) of the website of the Stock Exchange at www.hkexnews.hk for at least 7 days from the date of publication.

CHARACTERISTICS OF THE GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“2025 AGM”	the annual general meeting held by the Company on 30 September 2025;
“AGM”	an annual general meeting of the Company to be held at Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 30 September 2026 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof;
“Articles” or “Articles of Association”	the articles of association of the Company as amended supplemented or otherwise modified from time to time;
“Board”	the board of Directors;
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
“Company”	Unitas Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM;
“Companies Act”	the Companies Act (as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time;
“Director(s)”	the director(s) of the Company;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;

DEFINITIONS

“Latest Practicable Date”	31 August 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“PRC”	The People’s Republic of China;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong;
“Treasury Share(s)”	Shares repurchased and held by the Company in treasury, as authorised by the laws of its place of incorporation or equivalent constitutional documents, which for the purpose of the GEM Listing Rules, include shares repurchased by the Company and held or deposited in CCASS for sale on the Stock Exchange; and
“%”	per cent.

LETTER FROM THE BOARD

UNITAS HOLDINGS LIMITED 宏海控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8020)

Executive Directors:

Ms. Man Wing Yee Ginny (*Chairlady*)
Mr. Lau Ling Tak

Independent non-executive Directors:

Mr. Siu Chi Yiu Kenny
Mr. Lee Chi Keung Jim
Dr. Chow Ho Wan, Owen

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Flat C, 16/F., MG Tower,
133 Hoi Bun Road, Kwun Tong,
Kowloon, Hong Kong

4 September 2026

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO REPURCHASE SHARES AND TO ISSUE NEW SHARES;
(2) PROPOSED RE-ELECTION OF THE DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the re-election of the Directors and (v) re-appointment of Auditors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the 2025 AGM, resolutions were passed by the Shareholders at the meeting giving general mandates to the Directors:

- (i) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital as at that date;
- (ii) to repurchase Shares with the aggregate nominal amount not exceeding 10% of the total nominal amount of the Company's issued share capital as at that date; and
- (iii) to add to the general mandate for issuing Shares set out in (i) above by the addition thereto of the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in (ii) above.

The abovementioned general mandates will expire at the conclusion of the AGM, unless renewed at that meeting.

At the AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on GEM or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the Company's issued share capital (excluding any Treasury Shares, if any) as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$2,612,959.33 (equivalent to 261,295,933 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM) (the "**Repurchase Mandate**");
- (b) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital (excluding any Treasury Shares, if any) as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$5,225,918.66 (equivalent to 522,591,866 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM) (the "**Issuance Mandate**"); and
- (c) to extend the Issuance Mandate by the addition thereto of an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate (excluding any Treasury Shares, if any).

LETTER FROM THE BOARD

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the ordinary resolutions contained in items 6 and 7 of the notice of the AGM as set out on pages 16 to 20 of this circular. With reference to the Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

With effect from 11 June 2024, the GEM Listing Rules have been amended to remove the requirement to cancel repurchased shares and to adopt a framework to govern the resale of Treasury Shares. In view of the changes to the GEM Listing Rules, in the event that the Company repurchases Shares pursuant to the Repurchase Mandate, the Company intends to (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time when such repurchases of Shares are made. If the Company holds any Shares in treasury, any resale of Shares held in treasury may be made pursuant to the Issuance Mandate or otherwise in accordance with the GEM Listing Rules, subject to applicable laws and regulations of the Cayman Islands.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE DIRECTORS

Pursuant to articles 83(3) and 84(1) of the Articles of Association, Mr. Lee Chi Keung Jim and Mr. Siu Chi Yiu Kenny shall retire by rotation at the AGM. All of the aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

In accordance with Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed to be new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above Directors are set out in Appendix II to this circular.

4. PROPOSED RE-APPOINTMENT OF AUDITORS

Asian Alliance (HK) CPA Limited will retire as the Auditors of the Company at the AGM and, being eligible, offer itself for re-appointment. The Board proposes to re-appoint Asian Alliance (HK) CPA Limited as the independent Auditors of the Company for the year ending 31 March 2027 and to hold the office until the conclusion of the next annual general meeting of the Company. A resolution will also be proposed to authorise the Board to fix the Auditors' remuneration.

LETTER FROM THE BOARD

The estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 31 March 2027 is expected to be in the range of approximately HK\$500,000 to HK\$550,000. The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and Asian Alliance (HK) CPA Limited. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the Auditors.

Furthermore, the estimated audit fee assumes there will be no additional material changes in the Group's businesses and operations, no material changes in accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit. Unless there is a material change in the above bases or assumptions, the final audit fee should not deviate materially from the estimated amount initially disclosed. If there is any material change, the Company will make further disclosure as appropriate.

5. THE AGM AND PROXY ARRANGEMENT

The notice of the AGM is set out on pages 16 to 20 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate, the re-election of the Directors and the re-appointment of Auditors.

Pursuant to the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the Stock Exchange website (www.hkexnews.hk) and the Company's website (www.unitas.com.hk). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority to the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting and extension of the Issuance Mandate, the re-election of the Directors and the re-appointment of Auditors are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Directors Proposed to be Re-elected at the AGM) of this circular.

Yours faithfully,
By order of the Board
Unitas Holdings Limited
Man Wing Yee Ginny
Chairlady

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the proposed granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of the Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,612,959,333 Shares and the Company did not have any Treasury Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares not exceeding HK\$2,612,959.33 (equivalent to 261,295,933 Shares), representing 10% of the aggregate nominal amount of Shares in issue (excluding any Treasury Shares) as at the date of the AGM.

In the event that the Company repurchases Shares pursuant to the Repurchase Mandate, the Company intends to (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time when such repurchases of Shares are made. If the Company holds any Shares in treasury, any resale of Shares held in treasury may be made pursuant to the Issuance Mandate or otherwise in accordance with the GEM Listing Rules, subject to applicable laws and regulations of the Cayman Islands. For the avoidance of doubt, pursuant to the applicable laws of the Cayman Islands, Treasury Shares must be held in the name of the Company.

In respect of any Treasury Shares deposited with CCASS pending resale on the Stock Exchange (in which case such shares will cease to be classified as Treasury Shares under the applicable laws of the Cayman Islands), the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares. Such measures may include approval by the Board that (i) the Company will not (or will procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

In accordance with the Companies Act, the memorandum of association of the Company and the Articles of Association, Shares may only be bought back out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or, subject to a statutory test of solvency, out of capital. The premium, if any, payable on repurchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are repurchased or out of capital, subject to the statutory test of solvency. Under the Companies Act, the Shares so repurchased may be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2026) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the shareholding of the Directors and substantial Shareholders who have interest of more than 5% is illustrated in the following table:

Name of Shareholders	Number of Shares held (Note 1)	Approximate percentage of shareholding as at the Latest Practicable Date (Note 2)	Approximate percentage of shareholding if Repurchase Mandate is exercised in full
Ms. Ho Chiu Ha Maisy (deceased) (Note 4)	407,890,000 (L)	15.61%	17.34%
Ms. Man Wing Yee Ginny (Note 3)	441,900,000 (L)	16.91%	18.79%
Mr. Lau Ling Tak (Note 3)	43,937,500 (L)	1.68%	1.87%
Mr. Chan Yu Fung	251,462,500 (L)	9.62%	10.69%
Mr. Zhao Genlong	200,000,000 (L)	7.65%	8.50%

Notes:

1. The letter (L) denotes the person's long position in such securities.
2. Assuming that (i) the issued share capital of the Company remained at 2,612,959,333 Shares immediately before the full exercise of the Repurchase Mandate; and (ii) the shareholdings of the Shareholders as set out in the above table remained unchanged immediately before the full exercise of the Repurchase Mandate.
3. Ms. Man Wing Yee Ginny and Mr. Lau Ling Tak are executive Directors.
4. These Shares are held by the estate of the late Ms. Ho Chiu Ha Maisy.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date and assuming that there will be no change in the issued share capital of the Company, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any repurchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders would hold 30% or more of the shareholding of the Company after the repurchase.

The GEM Listing Rules prohibit a company from making repurchases of its Shares on the Stock Exchange if the result of the repurchase was that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange from time to time) of the company's issued share capital would be in public hands. The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the GEM Listing Rules), has any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of Cayman Islands.

The Board confirms that neither this explanatory statement nor the proposed granting of the Repurchase Mandate has any unusual features.

The Company has not been notified by any core connected persons (as defined in the GEM Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the GEM or otherwise).

8. MARKET PRICES OF SHARES

The lowest and highest prices per Share at which the Shares have traded on the GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2025		
August	0.020	0.020
September	0.020	0.020
October	0.020	0.020
November	0.020	0.020
December	0.020	0.020
2026		
January	0.020	0.020
February	0.036	0.020
March	0.020	0.020
April	0.020	0.020
May	0.020	0.020
June	0.020	0.017
July	0.020	0.020
August (Up to the Latest Practicable Date)	0.020	0.016

Pursuant to the GEM Listing Rules, the details of the Directors, who will offer themselves for re-election at the AGM according to the Articles of Association, are provided below:

(1) MR. LEE CHI KEUNG JIM

Position & experience

Mr. Lee Chi Keung Jim, aged 55, is an Independent Non-executive Director responsible for providing independent judgment on issues of strategy, performance, resources and standards of conduct of the Company. He is a member of the Remuneration Committee, the Nomination Committee and the Audit Committee.

Mr. Lee was awarded a Bachelor of Laws degree from The University of Hong Kong in 1995 and was admitted as a solicitor of the High Court of Hong Kong in 1999. He has been working as a consultant at Lam and Lai, a local law firm in Hong Kong. His practice areas include civil and criminal litigation, company law, conveyancing law, conveyancing-related litigation and other commercial matters. He has extensive experience in acting for Hong Kong listed companies in their litigation matters before the High Court of Hong Kong.

Mr. Lee has also been actively contributing to the pro bono legal services since 2002 and was awarded certificates under the Pro Bono and Community Work Recognition Programme organized by the Home and Youth Affairs Bureau (formerly known as the Home Affairs Bureau) since 2012 in appreciation for his contributions.

Length of service

Mr. Lee has entered into a letter of appointment with the Company on 22 December 2017 for a specific term of three years (which has been subsequently renewed from time to time) but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

Interests in Shares

As at the Latest Practicable Date, Mr. Lee was not, directly or indirectly interested or deemed to be interested in any Shares of the Company within the meaning of Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Lee does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined under the GEM Listing Rules) of the Company.

Emoluments

Mr. Lee is entitled to receive an annual Director's fee of HK\$60,000, which is determined by the Board after taking into account recommendation from the remuneration committee of the Company and with reference to his experiences, duties and responsibilities and the prevailing market situation.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information relating to Mr. Lee that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no matters concerning Mr. Lee that need to be brought to the attention of the Shareholders.

(2) MR. SIU CHI YIU KENNY**Position & experience**

Mr. Siu Chi Yiu Kenny, aged 59, is an Independent Non-executive Director responsible for providing independent judgment on issues of strategy, performance, resources, and standards of conduct of the Company. He is the chairman of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee.

Mr. Siu was awarded a Professional Diploma in Building Surveying from The Hong Kong Polytechnic University in 1990 and a Master of Business Administration degree from the University of South Australia in 2009. He was admitted as a Chartered Member of the Chartered Institute of Housing in September 2014 and a Professional Member of the Royal Institution of Chartered Surveyors in October 2014.

Mr. Siu has over 30 years of experience in sales and marketing, project management and consultancy within the property industry. He has held various positions at a number of major property developers, including Shui On Properties Limited (from 1993 to 1994), Harbour Ring Property Development Limited (now known as China Oceanwide Property Sino Limited) (from 1994 to 1997), and SIIC Investment Company Limited (from 1997 to 2009). He also served as a senior executive at Hsin Chong Construction Group Limited. (from 2014 to 2016), a company whose listing was subsequently cancelled by the Stock Exchange.

In 2009, Mr. Siu established Kenny Siu Surveyors & Co., a real estate surveying firm in Hong Kong, where he has been serving as a director and consultant specialising in project finance and development studies. Mr. Siu has also been appointed as a visiting professor of Jiangxi University of Finance and Economics (江南財經大學) since March 2016.

Length of service

Mr. Siu has entered into a service contract with the Company on 22 December 2017 for a specific term of three years (which has been subsequently renewed from time to time) but subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Articles of Association.

Interests in Shares

As at the Latest Practicable Date, Mr. Siu was not, directly or indirectly interested or deemed to be interested in any Shares of the Company within the meaning of Part XV of the SFO.

Relationships

As far as the Directors are aware, Mr. Siu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as defined under the GEM Listing Rules) of the Company.

Emoluments

Mr. Siu is entitled to receive an annual Director's fee of HK\$60,000, which is determined by the Board with reference to his duties and responsibilities within the Company and the prevailing market conditions.

Information needs to be disclosed and matters need to be brought to the attention of the Shareholders

Save as disclosed above, there is no other information relating to Mr. Siu that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no matters concerning Mr. Siu that need to be brought to the attention of the Shareholders.

NOTICE OF THE AGM

UNITAS HOLDINGS LIMITED

宏海控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8020)

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Unitas Holdings Limited (the “Company”) will be held at Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Wednesday, 30 September 2026 at 11:00 a.m. for the purposes of considering, and if thought fit, passing (with or without amendments) the following resolutions:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2026;
2. To re-elect Mr. Lee Chi Keung Jim as an independent non-executive director;
3. To re-elect Mr. Siu Chi Yiu Kenny as an independent non-executive director;
4. To authorise the board of directors to fix the remuneration of the directors;
5. To re-appoint Asian Alliance (HK) CPA Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration;

AS SPECIAL BUSINESS

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

NOTICE OF THE AGM

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on the GEM of The Stock Exchange of Hong Kong Limited or any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purposes of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws to be held”;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares (excluding any Treasury Shares) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF THE AGM

- (c) the total nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of rights of subscription or conversion under the terms of any warrants or any securities which are convertible into shares of the Company;
 - (iii) the exercise of any options granted under the share option scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing of this resolution and this approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Shareholders in general meeting; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the Company’s register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

NOTICE OF THE AGM

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions no. 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the mandate referred to in the resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company (excluding any Treasury Shares) as at the date of passing of this resolution.”.

By order of the Board
Unitas Holdings Limited
Man Wing Yee Ginny
Chairlady

Hong Kong, 4 September 2026

Notes:

- (a) Any shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of such shareholder. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent them to attend and vote on their behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (b) To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, shall be deposited at the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the proxy form shall be deemed to be revoked.
- (c) The register of members of the Company will be closed from Friday, 25 September 2026 to Wednesday, 30 September 2026, both days inclusive, during which period no transfer of shares of the Company will be registered. The record date of the meeting will be Wednesday, 30 September 2026 and in order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Thursday, 24 September 2026.
- (d) In relation to the ordinary resolution no. 6 set out in the above notice, the directors wish to state that they have no immediate plan to repurchase any existing shares of the Company.

NOTICE OF THE AGM

- (e) If a black rainstorm warning signal, a tropical cyclone warning signal no. 8 or above, or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in force at any time after 8:00 a.m. on the date of the annual general meeting (the “AGM”), the AGM will be automatically postponed. The Company will post an announcement on the Company’s website (www.unitas.com.hk) and on the Stock Exchange’s website (www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.