

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

**If you are in 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 **Unity Enterprise Holdings Limited**, 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 the transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited, Hong Kong Securities Clearing Company 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.

---

**Unity Enterprise Holdings Limited**  
**盈滙企業控股有限公司**  
*(incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 2195)**

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

---

A notice convening an annual general meeting of **Unity Enterprise Holdings Limited** to be held at Unit 1103, 11/F., 9 Chong Yip Street, Kwun Tong, Kowloon on 22 June 2022 (Wednesday) at 10:00 a.m. is set out on pages 22 to 25 of this circular. A form of proxy for use at the annual general meeting is enclosed.

If you are not 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

22 April 2022

# CONTENTS

	<i>Page</i>
<b>Precautionary Measures for the AGM</b> .....	1
<b>Definitions</b> .....	3
<b>Letter from the Board</b> .....	5
<b>Appendix I — Explanatory Statement</b> .....	11
<b>Appendix II — Details of Directors proposed to be re-elected at the Annual General Meeting</b> .....	15
<b>Appendix III — Details of Amendments to the Articles of Association</b> .....	18
<b>Notice of Annual General Meeting</b> .....	22

## PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing novel coronavirus (COVID-19) epidemic and recent guidelines for prevention and control of its spread, the Company will implement the following precautionary measures at the AGM to protect the Shareholders, staff and other stakeholders who attend the AGM from the risk of infection:

- (i) seating at the AGM venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders, proxies and other attendees to attend the AGM. The Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding;
- (ii) a compulsory body temperature check will be conducted on every attendee at the entrance of the AGM venue. Any person with a body temperature of over 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be admitted to the AGM venue;
- (iii) every attendee is required to wear a face mask at any time within the AGM venue;
- (iv) any other additional precautionary measures in accordance with the prevailing requirements or guidance of the Government and/or regulatory authorities, or as considered appropriate in light of the development of the COVID-19 pandemic.
- (v) any attendee who declines any of the abovementioned measures will be refused admission to the AGM venue; and
- (vi) no food or beverages will be provided at the AGM.

The Company reserves the right in refusing the entry of any person to the venue of the AGM to the extent permitted by the applicable laws and regulations. **Subject to the applicable law and regulations in Hong Kong in relation to social distancing, the Company may not be allowed to hold a physical general meeting in Hong Kong. The Company will make further announcement(s) if the Company will hold the AGM by electronic means, while Shareholders will still be allowed to vote and ask questions.**

In the interest of all stakeholders' health and safety and in accordance with recent guidelines for prevention and control of the spread of COVID-19 epidemic, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, the Shareholders may complete the proxy forms and appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The proxy forms were despatched to the Shareholders together with this circular, and can otherwise be downloaded from the websites of the Company at [www.hongdau.com.hk](http://www.hongdau.com.hk) or the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk). If you are not a registered Shareholder (i.e. if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks, brokers or custodians (as the case may be) to assist you in the appointment of proxy.

## PRECAUTIONARY MEASURES FOR THE AGM

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for putting to the board of directors of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at [info@hongdau.com.hk](mailto:info@hongdau.com.hk). If any Shareholder has any question relating to the AGM, please contact Computershare Hong Kong Investor Services Limited, the Company's branch share registrar as follows:

Shops 1712–1716  
17th Floor  
Hopewell Centre  
183 Queen's Road East  
Wan Chai  
Hong Kong

**As the COVID-19 outbreak continues to develop, the Company will closely monitor the situation and reserves the right to take further measures or make any changes to the arrangement of the AGM as appropriate at short notice in order to minimise any risk of infection to the Shareholders and others attending the AGM and to comply with any requirements or recommendations of any government authorities from time to time.**

## DEFINITIONS

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

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 22 to 25 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Unit 1103, 11/F., 9 Chong Yip Street, Kwun Tong, Kowloon on 22 June 2022 (Wednesday) at 10:00 a.m. or any adjournment thereof
“Annual Report”	annual report of the Company in respect of the year ended 31 December 2021
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors of the Company
“Company”	Unity Enterprise Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Companies Act”	The Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Core Connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with the Shares not exceeding 20% of the issued share capital of the Company at the date of the passing of the relevant resolution granting such mandate in accordance with the terms set out in Ordinary Resolution No. 4 in the AGM Notice

## DEFINITIONS

“Latest Practicable Date”	12 April 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase Shares up to 10% of the issued share capital of the Company at the date of the passing of the relevant resolution granting such mandate in accordance with the terms as set out in Ordinary Resolution No. 5 in the Notice of AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

**LETTER FROM THE BOARD**

**Unity Enterprise Holdings Limited**

**盈滙企業控股有限公司**

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2195)**

*Executive Directors:*

Mr. Yeung Wing Sun (*Chairman*)  
Mr. Chan Leung (*Chief Executive Officer*)

*Non-executive Director:*

Mr. Li Fat Chung

*Independent non-executive Directors:*

Mr. Mak Alexander  
Ms. Chan Mei Wah  
Mr. Wu Hak Ping

*Registered Office:*

71 Fort Street,  
PO Box 500, George Town,  
Grand Cayman KY1-1106,  
Cayman Islands

*Principal place of Business*

*in Hong Kong:*  
Unit 1103, 11/F.,  
9 Chong Yip Street,  
Kwun Tong,  
Kowloon

22 April 2022

*To the Shareholders*

Dear Sir or Madam,

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

**INTRODUCTION**

At the Annual General Meeting, resolutions will be proposed, among other matters:

- (a) to grant the Issue Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;
- (c) to increase the number of Shares to be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate;
- (d) to re-elect Directors; and
- (e) to amend the Articles of Association.

## LETTER FROM THE BOARD

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the Annual General Meeting for the grant of the Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors and to give you the notice of the Annual General Meeting.

### GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholder on 22 June 2021. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the Annual General Meeting. It was therefore proposed that ordinary resolutions be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate which shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the relevant resolution and the Repurchase Mandate which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 1,000,000,000 Shares were in issue. Subject to the passing of the relevant resolutions, the Company will be allowed to allot and issue up to a maximum of 200,000,000 new Shares, being 20% of the number of issued Shares of the Company as at the Latest Practicable Date and repurchase a maximum of 100,000,000 Shares, being 10% of the number of issued Shares of the Company as at the Latest Practicable Date on the assumption that there will be no change in the number of the issued share capital prior to the Annual General Meeting.

Subject to the relevant resolutions being passed at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate shall be valid from the date of passing the resolutions until whichever is the earliest of:

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

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



## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of six Directors, namely Mr. Yeung Wing Sun, Mr. Chan Leung, being the executive Directors; Mr. Li Fat Chung, being the non-executive Director; Mr. Mak Alexander, Ms. Chan Mei Wah and Mr. Wu Hak Ping, being the independent non-executive Directors.

According to Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Article 108(b) of the Articles of Association further provides that the Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Mr. Yeung Wing Sun and Mr. Li Fat Chung will retire from office by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election as the executive Director and non-executive Director, respectively. None of the independent non-executive Directors had served more than nine years as at the Latest Practicable Date.

### RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee of the Board (the “**Nomination Committee**”) had reviewed the composition of the Board and recommended Mr. Yeung Wing Sun and Mr. Li Fat Chung to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting. The recommendations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, educational background, ethnicity, professional experience, skills and knowledge), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company.

The Nomination Committee had also taken into account the respective contributions of Mr. Yeung Wing Sun and Mr. Li Fat Chung to the Board and their commitment to their roles.

The Board accepted the Nomination Committee’s nominations and recommended Mr. Yeung Wing Sun and Mr. Li Fat Chung to stand for re-election by Shareholders at the AGM. Mr. Yeung Wing Sun and Mr. Li Fat Chung abstained from the discussion and voting at the Board meeting regarding their respective nominations. The Board considers that the re-election of Mr. Yeung Wing Sun and Mr. Li Fat Chung as Directors is in the best interest of the Company and Shareholders as a whole. Further information about the Board’s composition and diversity (including their gender, age, expertise, skills and qualifications) and Directors’ attendance record at Board and the committee meetings are disclosed in the corporate governance report of the 2021 annual report of the Company.

## LETTER FROM THE BOARD

Save as disclosed above and in Appendix II in relation to the re-election of Directors, there is no other matters which needs to be brought to the attention of the Shareholders.

### RE-APPOINTMENT OF THE AUDITORS

BDO Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint BDO Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Board proposes to amend the existing Articles of Association in order to bring the Articles in line with the latest legal and regulatory requirements, including the amendments made to Appendix 3 to the Listing Rules which took effect on 1 January 2022.

The proposed amendments to the Articles of Association (“**Proposed Amendments**”) are summarised below:

1. to specify that the Company shall hold an annual general meeting within six months after the end of the Company’s financial year;
2. to provide that all Shareholders shall have the right to speak at a general meeting of the Company;
3. to provide that in addition to the right to convene an extraordinary general meeting on the requisition of one or more Shareholders holding not less than one tenth (1/10th) of the paid up capital of the Company having the right of voting at general meetings, such Shareholder(s) shall also have the right to add resolutions to the meeting agenda of a general meeting;
4. to provide that the branch register of Shareholders in Hong Kong may be closed on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws in Hong Kong); and
5. to make other necessary amendments for updating the Articles and better aligning with the wording in the applicable laws of Cayman Islands and the Listing Rules.

For details of the Proposed Amendments, please refer to Appendix III to this circular.

## **LETTER FROM THE BOARD**

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed from 17 June 2022 (Friday) to 22 June 2022 (Wednesday) (both dates inclusive), during which no transfer of the Shares will be effected. In order to be entitled to attend and vote at the AGM, all completed share transfer instruments accompanied by the relevant share certificates shall be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 16 June 2022 (Thursday) for registration of the relevant transfer.

### **VOTING BY POLL**

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the chairman of the Company will exercise his right as chairman of the Annual General Meeting under the Articles of Association to demand a poll on each of the resolutions to be proposed at the Annual General Meeting unless the abovementioned reason arises.

At the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.hongdau.com.hk](http://www.hongdau.com.hk) as prescribed under Rule 13.39(5) of the Listing Rules.

### **RESPONSIBILITY STATEMENT**

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

### **RECOMMENDATION**

The Directors believe that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate, the proposed re-election of Directors, the re-appointment of auditors and the adoption of the Proposed Amendments are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the above resolutions to be proposed at the Annual General Meeting.

## LETTER FROM THE BOARD

### PROXY FORM

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not the Shareholders are able to attend the meeting, you are requested to complete and return the enclosed form of proxy to the office of the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be).

Yours faithfully,  
By Order of the Board  
**Unity Enterprise Holdings Limited**  
**Yeung Wing Sun**  
*Chairman and Executive Director*

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the 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 in relation to the Repurchase Mandate.

## **1. REPURCHASE OF SHARES FROM CONNECTED PARTIES**

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a “connected person”, (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling his/her/its securities to the company.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, a total of 1,000,000,000 shares were in issue and fully paid. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 100,000,000 Shares, representing 10% of the total number of the issued Shares as at the Latest Practicable Date during the period up to (i) the conclusion of the next Annual General Meeting; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

## **3. REASONS FOR THE REPURCHASE**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

## **4. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilized in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of the capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital of the Company.

## 5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Group compared with that as at 31 December 2021, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Group.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
April	0.475	0.290
May	0.510	0.335
June	0.470	0.335
July	0.455	0.360
August	0.550	0.375
September	0.440	0.355
October	0.410	0.330
November	0.420	0.330
December	0.400	0.340
<b>2022</b>		
January	0.365	0.310
February	0.330	0.275
March	0.370	0.275
April (up to the Latest Practicable Date)	0.435	0.335

## 7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and all applicable laws of the Cayman Islands.

## 8. DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

## 9. EFFECT OF THE TAKEOVERS CODE

If as a result of the repurchase by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date prior to printing of this circular, to the best knowledge and belief of the Directors, the following parties were directly or indirectly interested in 5% or more of the issued share capital of the Company:

Name	Number of shares	Shareholding percentage
Harvest Land Company Limited ( <i>Note 1</i> )	750,000,000	75%
Mr. Yeung Wing Sun ( <i>Note 2</i> )	750,000,000	75%
Ms. Yu So Yin ( <i>Note 3</i> )	750,000,000	75%

*Notes:*

1. Harvest Land Company Limited is a company incorporated in the British Virgin Islands and wholly-owned by Mr. Yeung Wing Sun, the Chairman and Executive Director of the Company.
2. By virtue of the SFO, Mr. Yeung Wing Sun is deemed to be interested in the same number of Shares held by Harvest Land Company Limited.
3. Ms. Yu So Yin is the spouse of Mr. Yeung Wing Sun. Under the SFO, Ms. Yu So Yin is deemed to be interested in the same number of Shares in which Mr. Yeung Wing Sun is interested.

In the event that the Directors should exercise in full the power to repurchase shares which is proposed to be granted pursuant to the resolution to be proposed at the Annual General Meeting, the shareholding of Harvest Land Company Limited in the Company would be increased from 75% to approximately 83.3% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of such purchase made under the Repurchase Mandate. The Directors consider that such increase will result in the number of shares which are in the hands of the public being reduced to less than 25%. The Directors do not propose to exercise the Repurchase Mandate in full so as to give rise to this extent.

**10. SHARES REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

**11. STATUS OF REPURCHASED SHARES**

The listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.



The details of the Directors who will retire from office by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, are set out below:

**Mr. Yeung Wing Sun (楊永樂先生)** (formerly known as Mr. Yeung Wing Shun (楊永迅先生) (“**Mr. Yeung**”), aged 53, was appointed as a Director on 13 March 2019 and was re-designated as an executive Director on 25 March 2019. He also serves as the chairman of our Board. He is primarily responsible for the overall management and formulation of business strategies of our Group. He is also a director of all the Group’s subsidiaries namely Keybase Assets Limited, Hong Dau Construction Company Limited (“**HDC**”) and Hong Dau Construction & Engineering Co. Limited (“**HDE**”).

Mr. Yeung has over 20 years of experience in the construction industry. He joined our Group as project manager in June 1999. Mr. Yeung then obtained various certificates from the Construction Industry Training Authority, including interim certificate for qualifying site supervisors as technically competent persons (modules 1 and 2) in September 1999, interim certificate for qualifying site supervisors as technically competent persons (T1 to T3) (module 2) in November 1999, qualifying site supervisors as technically competent persons equivalent certificate (1) (modules 1, 2, 3 and 4) in February 2001, certificate for qualifying site supervisors as technically competent persons (module 4) in June 2001 and certificate for qualifying site supervisors as technically competent persons (module 6.1) in November 2002. Mr. Yeung also completed various courses held by the Construction Industry Training Authority, including the theory upgrading course for in-service plumbers in March 1998 and defect diagnosis and remedy (reinforced concrete) course in May 1998. He further completed the occupational safety management course held by the Occupational Safety & Health Council in March 2013.

Mr. Yeung was adjudged bankrupt by the High Court of Hong Kong on 29 March 2006 and he was discharged from bankruptcy on 29 March 2010.

Mr. Yeung has entered into a Director’s service contract with the Company for a terms of three years commencing from 31 March 2021 (subject to retirement by rotation and re-election in accordance with the Articles of Association). Such contract may be terminated by either party thereto giving to the other not less than three months’ prior written notice. Mr. Yeung is entitled to an annual salary of HK\$1,800,000 which is determined with reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibilities of the Company. Mr. Yeung is also entitled to a discretionary management bonus as determined by the Board and subject to the review and approval of the remuneration committee of the Company.

As at the Latest Practicable Date, Mr. Yeung, through his wholly-owned company Harvest Land Company Limited, was interested in 750,000,000 Shares, representing 75% of the issued share capital of the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Yeung does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the

Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no other information that should be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Yeung that need to be brought to the attention of the Shareholders.

**Mr. Li Fat Chung (李發中先生) (“Mr. Li”)**, aged 61, was appointed as a non-executive Director on 25 March 2019. He is also a member of each of Audit Committee, Remuneration Committee and Nomination Committee of the Board. Mr. Li is responsible for providing advice on our Group’s strategy, performance and standard of conduct.

Mr. Li has been in the field of accounting and financing for over 40 years. From September 1978, Mr. Li worked at KPMG (formerly known as Peat, Marwick, Mitchell & Co.) and left in May 1983 as a supervisor. He was a financial controller of Happy Trading Co. from June 1983 to July 1984, an assistant accountant of Arabian Gulf Investments (Far East) Limited from July 1984 to September 1986, a manager of accounts department and subsequently a financial controller of BNP Paribas (formerly known as Banque Nationale de Paris) from September 1986 to June 1992. He has been a partner of Chan, Li, Law & Co. and a director of Chan, Li, Law CPA Limited since January 1989 and January 2013, respectively. The statutory financial statement of HDC for the year ended 31 December 2016 was audited by Chan, Li, Law CPA Limited.

Mr. Li was an independent non-executive director of Founder Holdings Limited (stock code: 418) from December 1995 to March 2020 and Peking University Resources (Holdings) Company Limited (formerly known as EC Founder (Holdings) Company Limited) (stock code: 618) from September 2004 to March 2020, respectively.

Mr. Li graduated from The University of Warwick with a master’s degree in business administration in July 1992 through a distance learning programme. Mr. Li is a Certified Public Accountant (Practising) in Hong Kong and is a fellow member of the Association of Chartered Certified Accountants in the United Kingdom, the Hong Kong Institute of Certified Public Accountants, the Institute of Chartered Accountants in England and Wales and the Taxation Institute of Hong Kong. He is also a Certified Tax Adviser of the Taxation Institute of Hong Kong.

Mr. Li has signed a letter of appointment with the Company for a term of one year commencing from 31 March 2021 (subject to retirement by rotation and re-election in accordance with the Articles of Association). Such letter may be terminated by not less than three month’s notice in writing served by either party on the other. Mr. Li is subject to the provisions of retirement by rotation and re-election at the Annual General Meeting of the Company under the Articles of Association of the Company. Mr. Li is entitled to a director’s fee of HK\$120,000 per annum which is determined with reference to the prevailing market practice, the Company’s remuneration policy, his duties and responsibilities of the Company. No other emoluments will be entitled by Mr. Li.

Save as disclosed above, as at the Latest Practicable Date, Mr. Li does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Save as disclosed above, there is no other information that should be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Li that need to be brought to the attention of the Shareholders.

The following are the proposed amendments to the existing Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the existing Articles of Association.

1. Amend the following clause in the Articles:

- 5(a). If at any time the share capital of the Company is divided into different classes of Shares, all or any of the special rights attached to any class (unless otherwise provided for by the terms of issue of the Shares of that class) may, subject to the provisions of the Companies Act, be varied or abrogated either with the consent in writing of ~~the holders of~~ not less than  $\frac{3}{4}$  ~~in nominal value of the issued Shares~~ of the voting rights of the holder of Shares of that class or with the sanction of a Special Resolution passed at a separate general meeting of the holders of the Shares of that class. To every such separate general meeting the provisions of these Articles relating to general meetings shall mutatis mutandis apply, but so that the necessary quorum (other than at an adjourned meeting) shall be not less than two persons holding (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or representing by proxy one-third in nominal value of the issued Shares of that class, that the quorum for any meeting adjourned for want of quorum shall be two Shareholders present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy (whatever the number of Shares held by them) and that any holder of Shares of the class present in person (or in the case of the Shareholder being a corporation, by its duly authorised representative) or by proxy may demand a poll.

2. Amend the following clause in the Articles:

- 17(d). The Register may by notice to Shareholders be closed at such time or for such period not exceeding in the whole 30 days in each year as the Board may determine, which may be extended for no more than 30 days in respect of any year by an Ordinary Resolution of the Shareholders passed in that year.

3. Insert the following new clauses to the Articles:

- 17(e). The notice mentioned above in Article 17(d) shall be given:
- (i) in accordance with the Listing Rules; or
  - (ii) by advertisement in a newspaper circulating generally in Hong Kong.

4. Insert the following new clause in the Articles:

- 17(f). The Company shall, on demand, provide any person who is entitled to inspect the Register seeking to inspect a Register or part of a Register that is closed under this Article with a certificate signed by the Company Secretary of the Company stating the period for which, and by whose authority, it is closed.

5. Amend the following clause in the Articles:
  62. At all times during the Relevant Period other than the year of the Company's adoption of these Articles, the Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notice calling it; and such annual general meeting shall be held within six months after the end of its previous financial year not more than 15 Months (or such longer period as may be authorised by the HK Stock Exchange) shall elapse between the date of one annual general meeting of the Company and that of the next. The annual general meeting shall be held in the Relevant Territory or elsewhere as may be determined by the Board and at such time and place as the Board shall appoint. A meeting of the Shareholders or any class thereof may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence at such meetings.
6. Insert the following new clause to the Articles:
  - 63A. Any Shareholder who is entitled to attend the general meeting shall have the right to (a) speak at the general meeting; and (b) vote at a general meeting except where a Shareholder is required by the Listing Rules to abstain from voting to approve the matter under consideration, and subject to Article 79A below.
7. Amend the following clause in the Articles:
  64. The Board may, whenever it thinks fit, convene an extraordinary general meeting. Extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the voting rights at general meetings on a one vote per Share basis in the share capital of the Company ~~paid up capital of the Company having the right of voting at general meetings.~~ Such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition. Such meeting shall be held within two Months after the deposit of such requisition. If within 21 days of such deposit, the Board fails to proceed to convene such meeting, the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

8. Insert the following new clause to the Articles:
- 64A. Any one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the voting rights at general meetings on a one vote per Share basis in the share capital of the Company shall have the right to, upon reasonable notice, raise requisition to the Board for adding resolutions to the meeting agenda of a general meeting.
9. Amend the following clause in the Articles:
112. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the Shareholders in general meeting. Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his appointment and be subject to re-election at such meeting. ~~Any Director appointed by the Board to fill a casual vacancy shall hold office only until the first general meeting of the Company after his appointment and be subject to re-election at such meeting.~~ Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Any Director appointed under this Article shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.
10. Amend the following clause in the Articles:
- 176(a). The Company shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting on such terms and with such duties as may be agreed with the Board, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of any such Director, officer or employee shall not be appointed Auditors of the Company. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. The remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting by Ordinary Resolution except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Board.

11. Amend the following clause in the Articles:

176(b) The Shareholders may, at any general meeting convened and held in accordance with these Articles, remove the Auditors by ~~Special-Ordinary~~ Resolution at any time before the expiration of the term of office and shall, by Ordinary Resolution, at that meeting appoint new auditors in its place for the remainder of the term and fix the new auditor's remuneration or delegate the fixing of such remuneration to the Board.

12. Replace all references to “Companies Law” to “Companies Act” in the Articles.

## NOTICE OF ANNUAL GENERAL MEETING

### Unity Enterprise Holdings Limited

### 盈滙企業控股有限公司

*(incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 2195)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Unity Enterprise Holdings Limited (the “**Company**”) will be held at Unit 1103, 11/F., 9 Chong Yip Street, Kwun Tong, Kowloon on 22 June 2022 (Wednesday) at 10:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited financial statements for the year ended 31 December 2021 together with the reports of the directors and auditors thereon;
2. (A) To re-elect Mr. Yeung Wing Sun as an executive director of the Company;  
(B) To re-elect Mr. Li Fat Chung as a non-executive director of the Company;  
(C) To authorise the board of directors (the “**Board**”) to fix the directors’ remuneration.
3. To re-appoint BDO Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities convertible into shares of the Company) which would or 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 during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities convertible into shares of the Company) which would or might 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 an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above,



## NOTICE OF ANNUAL GENERAL MEETING

otherwise than pursuant to: (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted for the grant to employees (including Directors) of the Company and/or any of its subsidiaries of the rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment of shares in the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws in the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

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

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (“**the Stock Exchange**”) or on any other stock exchange on which shares of the Company may be listed and recognized by the Securities and Futures Commission or the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
  - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) the conclusion of the next annual general meeting of the Company;
    - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws in the Cayman Islands to be held; and
    - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.”.

### SPECIAL RESOLUTION

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:
- “**THAT** the proposed amendments to the Articles of Association of the Company as set out in the Appendix III to the circular of the Company dated 22 April 2022 be and are hereby approved and adopted.”

By Order of the Board  
**Unity Enterprise Holdings Limited**  
**Leung Sau Fong**  
*Company Secretary*

Hong Kong, 22 April 2022

## NOTICE OF ANNUAL GENERAL MEETING

*Notes:*

1. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a 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 with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 (as the case may be).
3. The register of members of the Company will be closed as follow:

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 17 June 2022 (Friday) to 22 June 2022 (Wednesday) (both days inclusive), during which time no transfer of shares will be effected. To ensure that shareholders are entitled to attend and vote at the Annual General Meeting, shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 16 June 2022 (Thursday) for registration of the relevant transfer.

**Please refer to the section headed “Precautionary Measures for the AGM” in the Circular of the Company dated 22 April 2022 for the arrangements to be taken at the Annual General Meeting in response to the outbreak of the COVID-19 pandemic.**