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Unity Group Holdings International Limited
知行集團控股國際有限公司

(incorporated in the Cayman Islands with limited liability)
(Stock Code: 1539)

**ISSUE OF SETTLEMENT SHARES AND
CONNECTED TRANSACTIONS IN RELATION TO ISSUE OF
SETTLEMENT SHARES UNDER SPECIFIC MANDATE**

UPDATE ON THE SCHEME OF ARRANGEMENT

References are made to the announcements of the Company dated 3 August 2022, 14 October 2022, 11 November 2022 and 17 February 2023 in relation to, among others, the Scheme.

The Company wishes to inform its shareholders, its creditors, and potential investors of the Company that the Initial Cash Payment was received by the SchemeCo on 21 February 2023, and the Scheme has become effective on 21 February 2023 accordingly.

As disclosed in the announcement of the Company dated 3 August 2022, under the terms of the Scheme, the Scheme Creditors will be entitled to settlement of their respective Admitted Claims by selecting either the Equity Option or the Cash Option (but not both) in accordance with the terms of the Scheme. The total amount of Admitted Claims subject to the Scheme is approximately HK\$178 million.

As disclosed in the announcement of the Company dated 17 February 2023, the Company received notices of assignment from certain Scheme Creditors in relation to their respective assignment of their respective Admitted Claims to Mr. Wong pursuant to the Deeds of Assignment. Pursuant to the Deeds of Assignment, among others, it was agreed that the relevant Scheme Creditors shall transfer their respective Admitted Claims, and all the interests, rights and benefits therein including the right to select the Equity Option or the Cash Option, to Mr. Wong.

On 13 April 2023, the Company was notified that each of (i) Mr. Wong (as an assigned debtor); (ii) Mr. Lam (as one of the Scheme Creditors); and (iii) Dragon Founder (as one of the Scheme Creditors) has selected the Equity Option, i.e. approximately HK\$104 million out of HK\$178 million of the total Admitted Claims under the Scheme, representing approximately 58.4% of the total Admitted Claims under the Scheme, will be converted into equity of the Company.

All of the remaining Scheme Creditors have selected the Cash Option under the Scheme and their settlement will be made in accordance with the terms of the Scheme.

ISSUE OF SETTLEMENT SHARES TO MR. WONG

In order to execute the Equity Option selected by Mr. Wong, on 14 April 2023, the Company and Mr. Wong entered into the Mr. Wong's Settlement Agreement, pursuant to which the Company shall allot and issue a total of 605,255,597 Shares to Mr. Wong at the issue price of HK\$0.143 per share.

The 605,255,597 Shares represent (i) approximately 25.4% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 19.4% of the issued share capital of the Company as enlarged by the allotment and issue of the Settlement Shares.

ISSUE OF SETTLEMENT SHARES TO MR. LAM

In order to execute the Equity Option selected by Mr. Lam, on 14 April 2023, the Company and Mr. Lam entered into the Mr. Lam's Settlement Agreement, pursuant to which the Company shall allot and issue a total of 110,235,985 Shares to Mr. Lam at the issue price of HK\$0.143 per share.

The 110,235,985 Shares represent (i) approximately 4.6% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 3.5% of the issued share capital of the Company as enlarged by the allotment and issue of the Settlement Shares.

ISSUE OF SETTLEMENT SHARES TO DRAGON FOUNDER

In order to execute the Equity Option selected by Dragon Founder, on 14 April 2023, the Company and Dragon Founder entered into the Dragon Founder's Settlement Agreement, pursuant to which the Company shall allot and issue a total of 14,569,650 Shares to Dragon Founder at the issue price of HK\$0.143 per share.

The 14,569,650 Shares represent (i) approximately 0.6% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 0.5% of the issued share capital of the Company as enlarged by the allotment and issue of the Settlement Shares.

SPECIFIC MANDATE

The Settlement Shares shall be allotted and issued pursuant to the Specific Mandate to be obtained at the EGM.

APPLICATION FOR LISTING

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Settlement Shares.

IMPLICATIONS UNDER THE LISTING RULES

Mr. Wong is the chairman, chief executive officer and executive Director of the Company. Mr. Lam was a Director in the last 12 months who resigned as a non-executive Director on 31 August 2022. Therefore, each of Mr. Wong and Mr. Lam is a connected person of the Company. Accordingly, the allotment and issue of Shares to Mr. Wong and Mr. Lam constitute connected transactions for the Company under Chapter 14A of the Listing Rules and will be subject to announcement, reporting and the Independent Shareholders' approval requirements.

GENERAL

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Shareholders on the terms of the allotment and issue of Shares to Mr. Wong and Mr. Lam. Draco Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among others, (a) details of the allotment and issue of the Settlement Shares; (b) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the allotment and issue of Shares to Mr. Wong and Mr. Lam; and (c) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the allotment and issue of Shares to Mr. Wong and Mr. Lam, is expected to be despatched by the Company to the Shareholders on or before 8 May 2023.

Shareholders and potential investors should note that the allotment and issue of the Settlement Shares is subject to the satisfaction of certain conditions and accordingly, it may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

UPDATE ON THE SCHEME OF ARRANGEMENT

References are made to the announcements of the Company dated 3 August 2022, 14 October 2022, 11 November 2022 and 17 February 2023 in relation to, among others, the Scheme.

The Company wishes to inform its shareholders, its creditors, and potential investors of the Company that the Initial Cash Payment was received by the SchemeCo on 21 February 2023, and the Scheme has become effective on 21 February 2023 accordingly.

As disclosed in the announcement of the Company dated 3 August 2022, under the terms of the Scheme, the Scheme Creditors will be entitled to settlement of their respective Admitted Claims by selecting either the Equity Option or the Cash Option (but not both) in accordance with the terms of the Scheme. The total amount of Admitted Claims subject to the Scheme is approximately HK\$178 million.

As disclosed in the announcement of the Company dated 17 February 2023, the Company received notices of assignment from certain Scheme Creditors in relation to their respective assignment of their respective Admitted Claims to Mr. Wong pursuant to the Deeds of Assignment. Pursuant to the Deeds of Assignment, among others, it was agreed that the relevant Scheme Creditors shall transfer their respective Admitted Claims, and all the interests, rights and benefits therein including the right to select the Equity Option or the Cash Option, to Mr. Wong.

On 13 April 2023, the Company was notified that each of (i) Mr. Wong (as an assigned debtor); (ii) Mr. Lam (as one of the Scheme Creditors); and (iii) Dragon Founder (as one of the Scheme Creditors) has selected the Equity Option, i.e. approximately HK\$104 million out of HK\$178 million of the total Admitted Claims under the Scheme, representing approximately 58.4% of the total Admitted Claims under the Scheme, will be converted into equity of the Company.

All of the remaining Scheme Creditors have selected the Cash Option under the Scheme and their settlement will be made in accordance with the terms of the Scheme.

ISSUE OF SETTLEMENT SHARES TO MR. WONG

In order to execute the Equity Option selected by Mr. Wong, on 14 April 2023, the Company and Mr. Wong entered into the Mr. Wong's Settlement Agreement, pursuant to which the Company shall allot and issue a total of 605,255,597 Shares to Mr. Wong at the issue price of HK\$0.143 per Share.

Mr. Wong is the chairman, chief executive officer and executive Director of the Company, who is a connected person of the Company.

The 605,255,597 Shares represent (i) approximately 25.4% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 19.4% of the issued share capital of the Company as enlarged by the allotment and issue of the Settlement Shares.

ISSUE OF SETTLEMENT SHARES TO MR. LAM

In order to execute the Equity Option selected by Mr. Lam, on 14 April 2023, the Company and Mr. Lam entered into the Mr. Lam's Settlement Agreement, pursuant to which the Company shall allot and issue a total of 110,235,985 Shares to Mr. Lam at the issue price of HK\$0.143 per Share.

Mr. Lam was a Director in the last 12 months who resigned as a non-executive Director on 31 August 2022, who is a connected person of the Company.

The 110,235,985 Shares represent (i) approximately 4.6% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 3.5% of the issued share capital of the Company as enlarged by the allotment and issue of issue of the Settlement Shares.

ISSUE OF SETTLEMENT SHARES TO DRAGON FOUNDER

In order to execute the Equity Option selected by Dragon Founder, on 14 April 2023, the Company and Dragon Founder entered into the Dragon Founder's Settlement Agreement, pursuant to which the Company shall allot and issue a total of 14,569,650 Shares to Dragon Founder at the issue price of HK\$0.143 per Share.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Dragon Founder and its ultimate beneficial owner(s) are Independent Third Parties.

The 14,569,650 Shares represent (i) approximately 0.6% of the issued share capital of the Company as at the date of this announcement; and (ii) approximately 0.5% of the issued share capital of the Company as enlarged by the allotment and issue of issue of the Settlement Shares.

ISSUE PRICE

Under the terms of the Scheme, the Company shall allot, issue and register such number of new Shares, credited as fully paid, at a premium of 25% over the average closing price of the shares of the Company as quoted on the Stock Exchange for the last five consecutive trading days prior to the Effective Date for the total amount of Admitted Claims of the Scheme Creditors who opt for the Equity Option as at the Effective Date.

Accordingly, as stipulated under the Scheme, the issue price of HK\$0.143 per Settlement Share represents a premium of 25% over the average closing price of approximately HK\$0.114 per Share as quoted on the Stock Exchange for the last five consecutive trading days prior to the Effective Date.

CONDITIONS PRECEDENT

Completion of the allotment and issue of the Settlement Shares is conditional upon:

- (a) the passing of the resolution(s) at the EGM to approve the allotment and issue of the Settlement Shares and the transactions contemplated thereunder (including the granting of the Specific Mandate); and
- (b) the Stock Exchange granting or agreeing to grant a listing of, and permission to deal in the Settlement Shares to be allotted and issued (and such listing and permission not being subsequently revoked prior to completion).

COMPLETION

Completion of the allotment and issue of the Settlement Shares shall take place on or before the 5th Business Day after the date on which all the conditions precedent set out above have been satisfied (or any other day as the parties may agree). In the event that the conditions precedent are not satisfied by 31st July 2023, each of the Mr. Wong's Settlement Agreement, Mr. Lam's Settlement Agreement and Dragon Founder's Settlement Agreement shall be terminated forthwith.

RANKING

The Settlement Shares to be allotted and issued will rank *pari passu* in all aspects with, and having the same rights in all aspects with the other Shares in issue on the date of allotment.

SPECIFIC MANDATE

The Settlement Shares shall be allotted and issued pursuant to the Specific Mandate to be obtained at the EGM.

APPLICATION FOR LISTING

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Settlement Shares.

IMPLICATIONS UNDER THE LISTING RULES

Mr. Wong is the chairman, chief executive officer and executive Director of the Company. Mr. Lam was a Director in the last 12 months who resigned as a non-executive Director on 31 August 2022. Therefore, each of Mr. Wong and Mr. Lam is a connected person of the Company. Accordingly, the allotment and issue of Shares to Mr. Wong and Mr. Lam constitute connected transactions for the Company under Chapter 14A of the Listing Rules and will be subject to announcement, reporting and the Independent Shareholders' approval requirements.

INFORMATION OF THE GROUP, MR. WONG, MR. LAM AND DRAGON FOUNDER

The Company is an investment holding company. The Group is principally engaged in the provision of leasing services of energy saving systems, consultancy service, and trading of energy saving products.

Mr. Wong is the chairman, chief executive officer and executive Director of the Company, who is a connected person of the Company.

Mr. Lam was a Director in the last 12 months who resigned as a non-executive Director on 31 August 2022, who is a connected person of the Company.

Dragon Founder Limited is an investment holding company incorporated in Hong Kong with limited liability, which is an Independent Third Party.

REASONS FOR AND BENEFITS OF THE ALLOTMENT AND ISSUE OF SHARES

References are made to the announcements of the Company dated 3 August 2022, 14 October 2022, 11 November 2022 and 17 February 2023 in relation to, among others, the Scheme.

The Company has an obligation under the Scheme to allot and issue the Settlement Shares in order to execute the Equity Option selected by each of Mr. Wong, Mr. Lam and Dragon Founder. Approximately HK\$104 million out of HK\$178 million of the total Admitted Claims under the Scheme, representing approximately 58.4% of the total Admitted Claims under the Scheme, will be converted into equity of the Company. Such conversion will (i) significantly alleviate the repayment pressure of the Company under the Scheme; (ii) enable the Group to retain cash flow for its future business development; (iii) strengthen the financial position of the Group; and (iv) lower the gearing ratio of the Group, which will be greatly beneficial to the Company and its shareholders as a whole.

The Directors (excluding: (i) the independent non-executive Directors whose opinions will be provided after taking into consideration the advice from the Independent Financial Adviser; and (ii) Mr. Wong who has abstained from voting on the allotment and issues of Shares to him) consider that the terms of the allotment and issue of the Settlement Shares are fair and reasonable, and in the best interests of the Company and the Shareholders as a whole.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company as at the date of this announcement and upon completion of the allotment and issue of the Settlement Shares (assuming there is no change in the issued share capital of the Company other than the issue of the Settlement Shares) are as follows:

Name of Shareholder	As at the date of this announcement		Immediately upon completion of allotment and issue of the Settlement Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Abundance Development Limited (<i>Note 1</i>)	1,244,267,204	52.156	1,244,267,204	39.935
Mr. Wong	14,977,844	0.628	620,233,441	19.906
Mpplication Group Limited (<i>Note 2</i>)	10,080,000	0.423	10,080,000	0.324
Mr. Lam	24,100,000	1.010	134,335,985	4.312
Mr. Tsang Sze Wai Claudius (<i>Note 3</i>)	18,000,000	0.755	18,000,000	0.577
Dragon Founder	–	–	14,569,650	0.468
Mr. Cheung Yick Hung Jackie (<i>Note 4</i>)	125,000	0.005	125,000	0.004
Mr. Chung Koon Yan (<i>Note 5</i>)	25,000	0.001	25,000	0.001
Mr. Wong Chi Ying Anthony (<i>Note 6</i>)	25,000	0.001	25,000	0.001
Other public Shareholders	1,074,067,952	45.021	1,074,067,952	34.472
Total	<u>2,385,668,000</u>	<u>100.000</u>	<u>3,115,729,232</u>	<u>100.000</u>

Notes:

- (1) Abundance Development Limited is a company incorporated in the British Virgin Islands with limited liability, which is wholly and beneficially owned by Mr. Wong.
- (2) Mpplication Group Limited is a company incorporated in Hong Kong with limited liability, which is wholly and beneficially owned by Mr. Wong.
- (3) Mr. Tsang Sze Wai Claudius is a non-executive Director.
- (4) Mr. Cheung Yick Hung Jackie is an independent non-executive Director.
- (5) Mr. Chung Koon Yan is an independent non-executive Director.
- (6) Mr. Wong Chi Ying Anthony is an independent non-executive Director.

GENERAL

The Independent Board Committee comprising all the independent non-executive Directors has been formed to advise the Shareholders on the terms of the allotment and issue of Shares to Mr. Wong and Mr. Lam. Draco Capital Limited has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among others, (a) details of the allotment and issue of the Settlement Shares; (b) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the allotment and issue of Shares to Mr. Wong and Mr. Lam; and (c) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the allotment and issue of Shares to Mr. Wong and Mr. Lam, is expected to be despatched by the Company to the Shareholders on or before 8 May 2023.

Shareholders and potential investors should note that the allotment and issue of the Settlement Shares is subject to the satisfaction of certain conditions and accordingly, it may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

DEFINITIONS

“Adjudicator”	such person with experience in the adjudication of creditors’ claims in a liquidation as the Scheme Administrators shall nominate at their absolute discretion
“Admitted Claims”	the Claims of the Scheme Creditors against the Company which have been admitted by the Scheme Administrators or Adjudicator in accordance with the Scheme, the amount of which shall not include any interest accrued on the principal owed by the Company
“Board”	the board of Directors

“Business Day”	a day (other than a Saturday, Sunday, public holidays and days on which a tropical cyclone warning signal no. 8 or above or a black rainstorm warning signal is hoisted in Hong Kong at any time between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
“Cash Option”	comprising the First Distribution and the Repayment Obligation under the Scheme, representing the Initial Cash Payment and the net cash flow to be generated by the Group over a period of 30 months equivalent to the total amount of Admitted Claims of Scheme Creditors who opt for the Cash Option as at the Effective Date of the Scheme plus interest calculated at 2.5% per annum on the Principal then outstanding incurred as from the Effective Date to be paid to Scheme Creditors who opt for the Cash Option
“Claims”	any unsecured debt, liability or obligation of the Company as at the Effective Date, whether certain or contingent, whether present, future or prospective, whether liquidated or unliquidated, whether arising at common law, in equity or by statute, in Hong Kong, the People’s Republic of China or in any other jurisdiction or in any manner whatsoever and which includes without limitation a debt or liability to pay money or money’s worth, any liability in contract or tort, any liability arising out of any legal claim, whether certain or contingent, which would be provable in a winding-up of the Company under the Companies (Winding Up and Miscellaneous Provisions) Ordinance if an order for the winding-up of the Company were made on the Effective Date
“Company”	Unity Group Holdings International Limited, a company incorporated in the Cayman Islands with limited liability, and the Shares of which are listed on the Main Board of the Stock Exchange

“Director(s)”	the director(s) of the Company
“Deeds of Assignment”	the deeds of assignments entered into between certain Scheme Creditors and Mr. Wong in relation to the assignments of their respective Admitted Claims to Mr. Wong
“Dragon Founder”	Dragon Founder Limited, a company incorporated in Hong Kong with limited liability, an Independent Third Party
“Dragon Founder’s Settlement Agreement”	the settlement agreement dated 14 April 2023 entered into between the Company and Dragon Founder for the allotment of 14,569,650 Shares to Dragon Founder
“Effective Date”	the date on which the Scheme becomes effective which is the date when the Initial Cash Payment is received by the SchemeCo, i.e. 21 February 2023
“EGM”	the extraordinary general meeting to be held and convened for the purposes of approving, among others, the ordinary resolutions in respect of the allotment and issue of the Settlement Shares
“Equity Option”	the allotment, issue and registration of newly issued shares of the Company at a premium of 25% to the average closing price of the shares of the Company as quoted on the Stock Exchange for the last five consecutive trading days prior to the Effective Date for the total amount of Admitted Claims of the Scheme Creditors who opt for the Equity Option as at the Effective Date
“First Distribution”	a cash payment equivalent to 5% of the Admitted Claims of the Scheme Creditors who opt for the Cash Option
“First Distribution Date”	the date fixed by the Scheme Administrators for the First Distribution to the Scheme Creditors

“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Interest”	interest calculated at 2.5% per annum on the Principal then outstanding incurred as from the Effective Date to be paid to Scheme Creditors who opt for the Cash Option
“Independent Board Committee”	the independent committee of the Board which comprises all the independent non-executive Directors, namely Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie, Dr. Wong Chi Ying Anthony and Mr. Tang Warren Louis to advise the Independent Shareholders in respect of the allotment and issue of Shares to Mr. Wong and Mr. Lam and the transactions contemplated thereunder
“Independent Financial Adviser”	Draco Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders on the allotment and issue of Shares to Mr. Wong and Mr. Lam and the transactions contemplated thereunder
“Independent Third Party(ies)”	third party(ies) independent of, and not connected with, the Company and its connected persons within the meaning ascribed to such term in the Listing Rules
“Independent Shareholders”	shareholder(s) other than (i) Mr. Wong and his associates (if any); (ii) those who have a material interest in the allotment and issue of Shares to Mr. Wong and Mr. Lam or any other person who is required by the Listing Rules to abstain from voting on the resolutions approving the allotment and issue of Shares to Mr. Wong and Mr. Lam

“Initial Cash Payment”	a cash payment equivalent to 5% of the Principal made by the Company to the SchemeCo
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Minimum Yearly Payment”	<p>minimum yearly payment to be paid out of the net cash flow to be generated by the Group in fulfilling the Repayment Obligation:</p> <p>Year 1: 40% of the Principal by year end plus full amount of the Interest incurred during Year 1 being paid semi-annually</p> <p>Year 2: 40% of the Principal by year end plus full amount of the Interest incurred during Year 2 being paid semi-annually</p> <p>Year 3: 15% of the Principal by the 30th month from the Effective Date plus full amount of the Interest incurred from the beginning of Year 3 to the end of the 30th month from the Effective Date</p> <p>For the avoidance of doubt, “Year 1” shall be commenced from the First Distribution Date and the meanings for “Year 2” shall be construed accordingly, whilst “Year 3” shall mean by the end of the 30th month from the Effective Date</p>
“Mr. Lam”	Mr. Lam Arthur, a former Director
“Mr. Lam’s Settlement Agreement”	the settlement agreement dated 14 April 2023 entered into between the Company and Mr. Lam for the allotment of 110,235,985 Shares to Mr. Lam
“Mr. Wong”	Mr. Wong Man Fai Mansfield, the chairman, chief executive officer and executive Director

“Mr. Wong’s Settlement Agreement”	the settlement agreement dated 14 April 2023 entered into between the Company and Mr. Wong for the allotment of 605,255,597 Shares to Mr. Wong
“Principal”	the outstanding principal of all the liabilities of the Scheme Creditors as at the Effective Date of the Scheme
“Repayment Obligation”	subject to the amount of Admitted Claims of Scheme Creditors who opt for the Cash Option, the maximum repayment obligation of the Principal and the Interest to be paid out from the net cash flow to be generated by the Group over a period of not more than 30 months with the Minimum Yearly Payment
“Scheme” or “Scheme of Arrangement”	the scheme of arrangement for the Company pursuant to sections 670 and 673 of the Companies Ordinance (Cap. 622), or with or subject to any modification of it, any addition to it or any condition imposed by the High Court of Hong Kong
“Scheme Administrators”	representatives of Deloitte Touche Tohmatsu, or their successors to be jointly and severally appointed as scheme administrators pursuant to the terms of the Scheme
“Scheme Assets”	the assets to be transferred to SchemeCo from time to time for the benefits of the Scheme Creditors under the Scheme
“SchemeCo”	a special purpose vehicle established and controlled by the Scheme Administrators to hold Scheme Assets pursuant to the terms of the Scheme of Arrangement
“Scheme Creditors”	all creditors with Admitted Claims
“Settlement Agreements”	Dragon Founder’s Settlement Agreement, Mr. Lam’s Settlement Agreement and Mr. Wong’s Settlement Agreement collectively

“Settlement Share(s)”	a total of 730,061,232 new Shares to be allotted and issued by the Company pursuant to the Settlement Agreements
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Specific Mandate”	the specific mandate to be obtained at the EGM to grant the authority to the Board for the allotment and issue of Settlement Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

By order of the Board
Unity Group Holdings International Limited
Wong Man Fai Mansfield
*Chairman, Chief Executive Officer and
Executive Director*

Hong Kong, 14 April 2023

As at the date of this announcement, the executive director of the Company is Mr. Wong Man Fai Mansfield; the non-executive director of the Company is Mr. Tsang Sze Wai Claudius; and the independent non-executive directors of the Company are Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie, Dr. Wong Chi Ying Anthony and Mr. Tang Warren Louis.

The English version of this announcement shall prevail if there is any inconsistency or ambiguity between the contents of the English version and Chinese version of this announcement.