

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;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of **Unity Enterprise Holdings Limited** to be held at Unit 1002, 10/F., Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon on 21 June 2023 (Wednesday) at 11:00 a.m. is set out on pages 15 to 18 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.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement	8
Appendix II — Details of Directors proposed to be re-elected at the Annual General Meeting	12
Notice of Annual General Meeting	15

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 15 to 18 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Unit 1002, 10/F., Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon on 21 June 2023 (Wednesday) at 11:00 a.m. or any adjournment thereof
“Annual Report”	annual report of the Company in respect of the year ended 31 December 2022
“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”	17 April 2023, 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 Director:

Mr. Chan Leung (*Chairman and Chief Executive Officer*)

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 1002, 10/F.,
Billion Trade Centre,
31 Hung To Road,
Kwun Tong,
Kowloon

26 April 2023

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;
AND
(4) 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; and
- (d) to re-elect Directors.

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 2022. 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 four Directors, namely Mr. Chan Leung, being the 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. Chan Leung and Mr. Mak Alexander 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 independent 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. Chan Leung and Mr. Mak Alexander 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. Chan Leung and Mr. Mak Alexander to the Board and their commitment to their roles. The Nomination Committee was satisfied with the independence of Mr. Mak Alexander having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

Mr. Mak Alexander, who is proposed to be re-elected as independent non-executive Director of the Company, confirmed to the Company that they did not, as at the Latest Practicable Date, hold seven or more directorships in any listed companies. The biographical background of Mr. Mak Alexander is more particularly set out in Appendix II of this circular.

LETTER FROM THE BOARD

The Board accepted the Nomination Committee's nominations and recommended Mr. Chan Leung and Mr. Mak Alexander to stand for re-election by Shareholders at the AGM. Mr. Chan Leung and Mr. Mak Alexander abstained from the discussion and voting at the Board meeting regarding their respective nominations. The Board considers that the re-election of Mr. Chan Leung and Mr. Mak Alexander 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 2022 annual report of the Company.

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

CWK CPA 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 CWK CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 16 June 2023 (Friday) to 21 June 2023 (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 15 June 2023 (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 and the website of the Company at www.hongdau.com.hk as prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

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 and the re-appointment of auditors 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.

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
Chan Leung
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 2022, 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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.750	0.335
May	1.070	0.660
June	1.180	0.810
July	0.990	0.850
August	1.270	0.870
September	1.260	0.185
October	0.430	0.180
November	0.220	0.170
December	0.202	0.159
2023		
January	0.200	0.057
February	0.188	0.061
March	0.175	0.072
April (up to the Latest Practicable Date)	0.12	0.070

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>)	603,000,000	60.3%
Mr. Yeung Wing Sun (<i>Note 2</i>)	603,000,000	60.3%
Ms. Yu So Yin (<i>Note 3</i>)	603,000,000	60.3%

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 60.3% to approximately 67% 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 do not propose to exercise the Repurchase Mandate if the repurchase will result in the number of shares which are in the hands of the public being reduced to less than 25%.

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. Chan Leung (陳亮先生) (“Mr. Chan”), aged 59, was appointed as an executive Director on 25 March 2019. He also serves as the chairman and chief executive officer of our Group. He is primarily responsible for the supervision of operation of our Group. He was approved by the Buildings Department to be an Authorised Signatory for HDC as a Registered General Building Contractor in November 2013 and to become a Technical Director of HDC in January 2016. He is also a director of HDC.

Mr. Chan has over 25 years of experience in the construction industry. Mr. Chan joined our Group as Authorised Signatory in November 2013 and has been promoted to act as a director of HDC in September 2014. Before joining our Group, Mr. Chan joined Tom Ip & Partners, Architects, Engineers & Development Consultants Limited as a clerk of works in May 1987 and left as an assistant project officer in March 1990. Mr. Chan was a clerk of works of Simon Kwan & Associates Limited from April 1990 to March 1991.

Mr. Chan then worked as a clerk of works in Chows Architects Limited from November 1991 to February 1996, in Alex Wong & Partners Limited from March 1996 to November 1996, in Chows Architects Limited from December 1996 to August 1998 and in Cheung Kong (Holdings) Limited from September 1998 to January 1999. He joined Vigers Building Consultancy Limited as a clerk of works in February 1999 and left as a senior project manager in March 2008. He was a director of Ymt Engineering Company Limited from March 2016 to March 2019 and Yso Engineering Company Limited from January 2013 to November 2019, respectively.

Mr. Chan is currently a director of Ho Ding Engineering Co. Limited and Yso Engineering (Building) Company Limited. Ho Ding Engineering Co. Limited principally engages in timber formworks and metal moulding. Yso Engineering (Building) Company Limited principally engages in interior repair and maintenance works. Having considered the differences in (i) principal business activities; (ii) combination of major customers and suppliers; (iii) operational scale; and (iv) licence and registration, these companies do not, directly or indirectly, compete with the business of our Group. In particular, Yso Engineering (Building) Company Limited focuses on small-scale interior repair and maintenance works for individual units while our Group’s RMAA works mainly involve the upkeep, restoration and improvement of existing buildings and facilities as a whole and we occasionally provide additional ancillary services in the common areas of those existing buildings. Mr. Chan confirms that he plays a passive role and has little involvement of daily management in these companies as the day-to-day management and business operations of these companies are managed by his business partners. Therefore, our Directors consider that Mr. Chan has been and will be able to devote sufficient time to discharge his duties and responsibilities as an executive Director.

Mr. Chan obtained a higher diploma in structural engineering from the Hong Kong Polytechnic (currently known as the Hong Kong Polytechnic University) in November 1987. In November 1997, Mr. Chan further obtained a post-experience certificate in clerks of works studies from The Hong Kong Polytechnic University.

Mr. Chan 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. Chan is entitled to an annual salary of HK\$600,000 which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities of the Company. Mr. Chan 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.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan 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. Chan that need to be brought to the attention of the Shareholders.

Mr. Mak Alexander (麥曉峯先生) (“**Mr. Mak**”), aged 54, was appointed as an independent non-executive Director on 15 March 2021. He is also the chairman of the Remuneration Committee of the Board, a member of each of the Audit Committee and Nomination Committee of the Board and the authorised representative of the Company.

Mr. Mak has been in the legal practice for over 25 years. Mr. Mak was admitted as a solicitor in Hong Kong in June 1997 and a lawyer in New South Wales, Australia in July 1995.

He has been appointed as a Civil Celebrant of Marriages since May 2006 and a China-Appointed Attesting Officer since December 2015. Mr. Mak was an associate of Henry H.C. Wong & Co. from June 2004 to February 2006. Since October 2012, he has been the founder and sole proprietor of Mak Solicitors. Mr. Mak is also a director of Greenest Limited, which principally engages in the provision of consultancy services. Mr. Mak graduated from The University of New South Wales with a bachelor's degree of commerce in accounting and a bachelor's degree of law in October 1994. He subsequently obtained from City University of Hong Kong a master's degree of laws in Chinese and comparative law in November 2003 and a master's degree of arts in arbitration and dispute resolution in November 2006.

Mr. Mak 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. Mak 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. Mak 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. Mak.

Save as disclosed above, as at the Latest Practicable Date, Mr. Mak 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.

The Company received from Mr. Mak a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and that Mr. Mak does not have any management role in the Group and he has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. In addition to Mr. Mak's professional experience, the Board believes that the re-election of Mr. Mak will make the Board to continue the benefit and considers him to be independent.

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. Mak that need to be brought to the attention of the shareholders.

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 1002, 10/F., Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon on 21 June 2023 (Wednesday) at 11:00 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 2022 together with the reports of the directors and auditors thereon;
2. (A) To re-elect Mr. Chan Leung as an executive director of the Company;
(B) To re-elect Mr. Mak Alexander as an independent non-executive director of the Company;
(C) To authorise the board of directors (the “**Board**”) to fix the directors’ remuneration.
3. To re-appoint CWK CPA 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;

NOTICE OF ANNUAL GENERAL MEETING

(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, 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

NOTICE OF ANNUAL GENERAL MEETING

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;

- (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.”.

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

Hong Kong, 26 April 2023

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 16 June 2023 (Friday) to 21 June 2023 (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 15 June 2023 (Thursday) for registration of the relevant transfer.