

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.*



**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)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Unity Group Holdings International Limited 知行集團控股國際有限公司 (the “**Company**”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 15 June 2023 at 10:30 a.m., to consider and, if thought fit, pass the following ordinary resolutions (with or without modifications):

**ORDINARY RESOLUTIONS**

1. “**THAT** the grant of 23,856,680 share options to Mr. Wong Man Fai Mansfield, an executive director, chief executive officer and substantial shareholder of the Company, under the share option scheme adopted by the Company on 5 March 2015 (which was amended on 26 October 2016) to subscribe for 23,856,680 ordinary shares in the share capital of the Company at the exercise price of HK\$0.139 per share and on the terms and conditions set out in the circular to the shareholders of the Company dated 23 May 2023 be and is hereby confirmed and approved, and that any one Director of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

2. **“THAT**

- (a) the Dragon Founder’s Settlement Agreement (a copy of which has been produced to this meeting marked “A” and initialled by the Chairman for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange granting the listing of, and permission to deal in the Shares to be allotted to Dragon Founder, the Directors be and are hereby granted a specific mandate (the **“Dragon Founder’s Specific Mandate”**) to allot and issue the Shares to Dragon Founder pursuant to the Dragon Founder’s Settlement Agreement, provided that the Dragon Founder’s Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with the Dragon Founder’s Settlement Agreement and the transaction contemplated hereunder.”

3. **“THAT**

- (a) the Mr. Lam’s Settlement Agreement (a copy of which has been produced to this meeting marked “B” and initialled by the Chairman for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;

- (b) conditional upon the Stock Exchange granting the listing of, and permission to deal in the Shares to be allotted to Mr. Lam (or his nominee), the Directors be and are hereby granted a specific mandate (the “**Mr. Lam’s Specific Mandate**”) to allot and issue the Shares to Mr. Lam (or his nominee) pursuant to the Mr. Lam’s Settlement Agreement, provided that the Mr. Lam’s Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and
- (c) any one Director be and is hereby authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with the Mr. Lam’s Settlement Agreement and the transaction contemplated hereunder.”

4. **“THAT**

- (a) the Mr. Wong’s Settlement Agreement (a copy of which has been produced to this meeting marked “C” and initialled by the Chairman for the purpose of identification) and the transaction contemplated thereunder be and is hereby approved, confirmed and ratified;
- (b) conditional upon the Stock Exchange granting the listing of, and permission to deal in the Shares to be allotted to Mr. Wong (or his nominee), the Directors be and are hereby granted a specific mandate (the “**Mr. Wong’s Specific Mandate**”) to allot and issue the Shares to Mr. Wong (or his nominee) pursuant to the Mr. Wong’s Settlement Agreement, provided that the Mr. Wong’s Specific Mandate shall be in addition to and shall not prejudice nor revoke such other general or specific mandate(s) which may from time to time be granted to the Directors prior to or after the passing of this resolution; and

- (c) any one Director be and is hereby authorised to do all such acts and things and execute (or where execution under the common seal of the Company is required, execute under seal) all such document as he considers necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to or otherwise in connection with Mr. Wong's Settlement Agreement and the transaction contemplated hereunder."

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

Hong Kong, 23 May 2023

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Company's articles of association and the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**"). The results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the completed and signed form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in any event no later than 10:30 a.m. (Hong Kong time) on Tuesday, 13 June 2023 (or if the EGM is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned EGM). Completion and delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For the purpose of determining the entitlement to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 9 June 2023 to Thursday, 15 June 2023, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the above meeting, all duly completed and signed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 8 June 2023

In the event that the EGM is adjourned to a date later than Thursday, 15 June 2023 because of bad weather or other reasons, the book closure period and record date for determination of entitlement to attend and vote at the EGM will remain the same as stated above.

5. **Bad Weather Arrangements**

Subject to the articles of association of the Company, the Listing Rules and the applicable laws of the Cayman Islands, if a tropical cyclone warning signal number 8 or above is hoisted or a black rainstorm warning signal is in force or expected to be in force in Hong Kong at any time between 8:30 a.m. to 11:30 a.m. on the date of the EGM, the EGM will be automatically adjourned to a later date. When the date, time and location of the adjourned meeting has been fixed by the Directors, the Company will post an announcement on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.unitygroup.eco>) to notify shareholders of the date, time and location of the adjourned meeting.

The EGM will be held as scheduled when an amber or a red rainstorm warning signal is in force in Hong Kong. Shareholders should in any event exercise due care and caution when deciding to attend the EGM in adverse weather conditions.

6. The form of proxy for use at the EGM is enclosed herewith.

*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.*