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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Unity Group Holdings International Limited (the “**Company**”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Tuesday, 18 July 2023 at 10:30 a.m. (Hong Kong time), for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution which will be proposed as an ordinary resolution:

ORDINARY RESOLUTION

”THAT:

- (a) the Convertible Bond Subscription Agreement dated 9 June 2023 (the “**Convertible Bond Subscription Agreement**”) entered into between the Company and Asia JIT Capital Investment L.L.C. (the “**Subscriber**”) relating to the subscription by the Subscriber of the convertible bond (the “**Convertible Bond**”) in an aggregate principal amount of US\$15,000,000 to be issued by the Company upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the issue of Convertible Bond by the Company in accordance with the terms and conditions of the Convertible Bond be and is hereby approved;

- (c) the allotment and issue of new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Conversion Shares**”) which may fall to be allotted and issued upon the exercise of the conversion right attaching to the Convertible Bond in accordance with the terms and conditions of the Convertible Bond be and are hereby approved;
- (d) conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Conversion Shares, the specific mandate (the “**Specific Mandate**”) to the directors of the Company (the “**Directors**”) to exercise the powers of the Company for the issue of Convertible Bond and the allotment and issue of the Conversion Shares in accordance with the terms and conditions of the Convertible Bond be and is hereby approved. The aforementioned Specific Mandate is in addition to, and shall not prejudice or revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (e) any one Director be and is hereby authorised to do all such things and acts as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of the Convertible Bond Subscription Agreement and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the issue of the Convertible Bond and the allotment and issue of the Conversion Shares which may fall to be allotted and issued upon exercise of the conversion right attaching to the Convertible Bond.”

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

Hong Kong, 28 June 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 Sunday, 16 July 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 Thursday, 13 July 2023 to Tuesday, 18 July 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 Wednesday, 12 July 2023. In the event that the EGM is adjourned to a date later than Tuesday, 18 July 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 is Mr. Wong Man Fai Mansfield, the non-executive Director is Mr. Tsang Sze Wai Claudius; and the independent non-executive Directors are Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie, Dr. Wong Chi Ying Anthony and Mr. Tang Warren Louis.