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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Unity Group Holdings International Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) hereby announces that on 8 December 2023 (the “**Date of Grant**”), it has resolved to grant a total of 62,212,000 share options (the “**Share options**”, each a “**Share Option**”) to subscribe for an aggregate of 62,212,000 ordinary shares of HK\$0.01 each in the capital of the Company (the “**Shares**”, each a “**Share**”), representing approximately 1.86% of the issued share capital of the Company as of the date of this announcement, comprising (i) 23,856,000 Share Options to a non-executive Director; and (ii) 38,356,000 Share Options to certain qualified participants, being employees of the Group, subject to (among others) acceptance of such grantees of the Share Options (collectively the “**Grantees**”, each a “**Grantee**”), under the share option scheme adopted by the Company on 5 March 2015 (as amended on 26 October 2016) (the “**Share Option Scheme**”).

Details of the grant of Share Options are as follows:

Date of Grant : 8 December 2023

Subscription price of the Share Options granted : HK\$0.601 per Share, represents a price which is higher than the highest of (i) the closing price of HK\$0.600 per Share as stated in the daily quotation sheet issued by the Stock Exchange on 8 December 2023, being the Date of Grant; (ii) the average closing price of HK\$0.586 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five (5) trading days immediately preceding the Date of Grant; and (iii) the nominal value of HK\$0.01 per Share

Total number of Share Options granted : 62,212,000

Closing price of the Shares on the Date of Grant: : HK\$0.600 per Share

- Validity period and vesting conditions of the Share Options : The Options granted to the Grantees shall vest as follows:
- 52,512,000 Share Options granted will vest on the date falling on the first anniversary of the Date of Grant and are exercisable from 8 December 2024 to 7 December 2027;
 - 4,800,000 Share Options granted will vest on the date falling on the second anniversary of the Date of Grant and are exercisable from 8 December 2025 to 7 December 2027; and
 - 4,900,000 Share Options granted will vest on the date falling on the second anniversary of the Date of Grant and are exercisable from 8 December 2026 to 7 December 2027.
- Performance target : There is no performance target attached to the Share Options. The Company's Remuneration Committee is of the view that performance targets are not necessary for the following reasons: (i) the value of the Share Options will be linked to future price of the Shares, which in turn depends upon the performance of the Company; and (ii) the minimum vesting period stated above will ensure that the grantees' and the Company's long term interests are aligned and the grantees will be motivated to contribute towards the Company's development.
- Clawback mechanism : There is no clawback mechanism attached to the Share Options. The Company's Remuneration Committee is of the view that a clawback mechanism is not necessary for the following reasons: (i) if the price of the Shares during the exercise period of the Share Options granted is lower than the exercise price therefor, the Share Options granted will be of no value; and (ii) the Share Option Scheme provide for the lapse and cancellation of share options under various scenarios and therefore adequately protect the Company's interests.
- Financial assistance : The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Option Scheme.

Out of an aggregate of 62,212,000 Share Options, 23,856,000 Share Options are granted to Mr. Tsang Sze Wai Claudius, a non-executive Director of the Company, which have been approved by the independent non-executive director of the Company in accordance with Rule 17.04(1) of the Listing Rules. Mr. Tsang has abstained from voting so far as the resolution for the approval of the grant of Share Options to him was concerned. Save as disclosed, none of the other Directors had any interest in the Share Options and therefore no other Directors abstained from voting on the relevant resolution of the Board in respect of the grant of Share Options.

LISTING RULES IMPLICATION

The Grant will not result in the total number of options and award Shares granted and to be granted to an eligible participant for a 12-month period up to and including the Date of Grant exceeding 1% of the Shares in issue. No grant of Share Options is subject to the approval of the Shareholders.

To the best of the knowledge of the Directors having made all reasonable enquiries, as at the Date of Grant, save as disclosed above: (i) none of the Grantees is a Director, chief executive or substantial shareholder or an associate (as defined under the Listing Rules) of any of them; (ii) none of the Grantees is a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D(1) of the Listing Rules; (iii) none of the Grantees is a related entity participant with

options and awards granted and to be granted for a 12-month period up to and including the Date of Grant exceeding 0.1% of the Shares in issue; (iv) none of the Grantees is a service provider (as defined under the Listing Rules); and (v) no financial assistance has been provided by the Group to the Grantees to facilitate the purchase of Shares under the Share Option Scheme.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

After the grant of the Share Options, the number of Shares available for future grant under the Share Option Scheme is 57,930,120.

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

Hong Kong, 8 December 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.