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

*(Formerly known as “Synergy Group Holdings International Limited  
滙能集團控股國際有限公司”)  
(incorporated in the Cayman Islands with limited liability)  
(Stock Code: 1539)*

### **SANCTION OF THE SCHEME OF ARRANGEMENT**

This announcement is made by Unity Group Holdings International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements of the Company dated 3 August 2022 and 14 October 2022 (the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

### **SANCTION OF THE SCHEME OF ARRANGEMENT**

The Company is pleased to announce that the Scheme of Arrangement was sanctioned by the High Court on 11 November 2022.

The Scheme of Arrangement shall become effective when (i) a copy of the Court Order sanctioning the Scheme is delivered to the Companies Registry in Hong Kong for registration; and (ii) the Initial Cash Payment is received by the SchemeCo within 30 days after the Registration Date or such extended date as may be agreed by the Company with the Scheme Administrators.

## **REGARDING THE DISCLAIMER**

Based on the discussion between the Company and the Auditor, it is considered that the successful implementation of the Scheme of Arrangement would improve the Group's liquidity and therefore would address the Disclaimer. Assuming the successful implementation of the Scheme of Arrangement and that there are no new events or conditions which may cast significant doubt on the Group's ability to continue as a going concern, and subject to the satisfaction of the management of the Group that it is appropriate to prepare the Group's consolidated financial statements on a going concern basis, the Auditor may consider, together with sufficient and appropriate evidence of the management's assessment, whether to remove the Disclaimer in connection with the audit of the consolidated financial statements of the Group for the year ending 31 March 2023.

Further announcement(s) regarding the Scheme of Arrangement will be made by the Company as and when appropriate.

**Shareholders and potential investors of the Company should note that the Scheme of Arrangement is subject to various conditions which may or may not be fulfilled. There is no guarantee that the Scheme of Arrangement will proceed. Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the shares of the Company.**

By Order of the Board

**Unity Group Holdings International Limited**

**Wong Man Fai Mansfield**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 11 November 2022

*As at the date of this announcement, the executive director of the Company is Mr. Wong Man Fai Mansfield; 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.*