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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)**

**CLARIFICATION ANNOUNCEMENT IN RELATION  
TO THE PROPOSED ISSUE OF CONVERTIBLE BOND  
AND  
RESUMPTION OF TRADING**

Reference is made to the Announcement of the Company dated 9 June 2023 in relation to the proposed issue of Convertible Bond under General Mandate.

As disclosed in the Announcement, it was intended that the Conversion Shares will be allotted and issued under the General Mandate.

The Company would like to clarify that instead of utilizing the General Mandate, it will seek for the Specific Mandate from the Shareholders and convene an EGM to pass the necessary resolution(s) approving the Convertible Bond Subscription Agreement and the transactions contemplated thereunder and the issue of the Convertible Bond.

In addition, the obligations of the Subscriber to subscribe for the Convertible Bond are also subject to the fulfilment of the condition precedent in relation to the passing by the Shareholders of the relevant resolution(s) at the EGM in compliance with the requirements of the Listing Rules approving the Convertible Bond Subscription Agreement and the transactions contemplated thereunder and the issue of the Convertible Bond.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, no Shareholder had an interest in the Convertible Bond Subscription Agreement that was materially different from the other Shareholders. Therefore, no Shareholder is required to abstain from voting on the necessary resolution(s) to be proposed at the EGM to approve the Convertible Bond Subscription Agreement and the transactions contemplated thereunder and the issue of the Convertible Bond.

A circular containing, among other things, (i) further details of the Convertible Bond Subscription Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate; and (ii) a notice convening the EGM, will be despatched to the Shareholders as soon as practicable in accordance with the requirements of the Listing Rules.

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 am on Monday, 12 June 2023 pending the release of an announcement to clarify certain issues on the issue of the Convertible Bond.

An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares from 9:00 am on Tuesday, 13 June 2023 following the publication of this announcement.

**As the Convertible Bond Subscription Agreement may or may not proceed, holders of securities of the Company and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.**

Reference is made to the announcement of Unity Group Holdings International Limited (the “**Company**”) dated 9 June 2023 (the “**Announcement**”) in relation to the proposed issue of Convertible Bond under General Mandate. Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

## CLARIFICATIONS

As disclosed in the Announcement, by a resolution of the Shareholders passed at the annual general meeting of the Company held on 31 August 2022, the Company granted the General Mandate to the Directors to allot and issue up to 20% of the total number of Shares of the Company in issue as at 31 August 2022, i.e. 2,385,668,000 Shares. As at the date of this announcement, the Directors have not exercised the power to allot and issue any new Shares and are therefore entitled to issue up to 477,133,600 Shares pursuant to the General Mandate. It was intended that the Conversion Shares will be allotted and issued under the General Mandate.

The Company would like to clarify that instead of utilizing the General Mandate, it will seek for a specific mandate (the “**Specific Mandate**”) from the Shareholders and convene an extraordinary general meeting (the “**EGM**”) to pass the necessary resolution(s) approving the Convertible Bond Subscription Agreement and the transactions contemplated thereunder and the issue of the Convertible Bond.

In addition, the obligations of the Subscriber to subscribe for the Convertible Bond are also subject to the fulfilment of the condition precedent in relation to the passing by the Shareholders of the relevant resolution(s) at the EGM in compliance with the requirements of the Listing Rules approving the Convertible Bond Subscription Agreement and the transactions contemplated thereunder and the issue of the Convertible Bond.

To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, no Shareholder had an interest in the Convertible Bond Subscription Agreement that was materially different from the other Shareholders. Therefore, no Shareholder is required to abstain from voting on the necessary resolution(s) to be proposed at the EGM to approve the Convertible Bond Subscription Agreement and the transactions contemplated thereunder and the issue of the Convertible Bond.

None of the Directors has any material interest in the transactions contemplated under the Convertible Bond Subscription Agreement who is required to abstain from voting in the written resolutions in respect of the Convertible Bond Subscription Agreement and the transactions contemplated thereunder and the issue of the Convertible Bond.

A circular containing, among other things, (i) further details of the Convertible Bond Subscription Agreement and the transactions contemplated thereunder including the grant of the Specific Mandate; and (ii) a notice convening the EGM, will be despatched to the Shareholders as soon as practicable in accordance with the requirements of the Listing Rules.

## **RESUMPTION OF TRADING**

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 am on Monday, 12 June 2023 pending the release of an announcement to clarify certain issues on the issue of the Convertible Bond.

An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares from 9:00 am on Tuesday, 13 June 2023 following the publication of this announcement.

## **GENERAL**

Completion is subject to the satisfaction of the conditions precedent set out in the Convertible Bond Subscription Agreement and the passing by the Shareholders of relevant resolutions at the EGM in compliance with the requirements of the Listing Rules approving the Convertible Bond Subscription Agreement and the transactions contemplated thereunder and the issue of the Convertible Bond. In addition, the Convertible Bond Subscription Agreement may be terminated in certain circumstances.

**Except as stated above, all the information in the Announcement remains unchanged.**

**As the Convertible Bond Subscription Agreement may or may not proceed, holders of securities of the Company and potential investors of the Company are advised to exercise caution when dealing in the securities 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, 12 June 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.*

*In case of inconsistency, the English text of this announcement shall prevail over its Chinese text.*