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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)

**POLL RESULTS OF
THE EXTRAORDINARY GENERAL MEETING
HELD ON 15 JUNE 2023**

Reference is made to the circular (the “**Circular**”) of Unity Group Holdings International Limited (the “**Company**”) dated 23 May 2023 and the notice of extraordinary general meeting (the “**EGM**”) of the same date as set out in the Circular (the “**EGM Notice**”). Unless the context otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce all the resolutions (the “**Resolution(s)**”) proposed at the EGM held on Thursday, 15 June 2023 were duly passed by way of poll at the EGM. The Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

Pursuant to the Listing Rules, (i) Mr. Wong, his associates and all core connected persons of the Company, who held an aggregate of 1,287,259,204 Shares (representing approximately 53.96% of the total issued share capital of the Company as at the date of this announcement), abstained from voting at the EGM in respect of the resolution numbered 1; (ii) Mr. Lam, who held 24,100,000 Shares (representing approximately 1.01% of the total issued share capital of the Company as at the date of this announcement), abstained from voting at the EGM in respect of the resolution numbered 3; and (iii) Mr. Wong and his associates, who held an aggregate of 1,269,105,204 Shares (representing approximately 53.20% of the total issued share capital of the Company as at the date of this announcement), abstained from voting at the EGM in respect of the resolution numbered 4.

Save as disclosed above, there was no Share entitling the holders to attend and abstain from voting in favour of the Resolutions at the EGM pursuant to Rule 13.40 of the Listing Rules, and no Shareholder was required to abstain from voting on the Resolutions at the EGM under the Listing Rules. Accordingly, the total number of Shares entitling the holders to attend and vote on each Resolution at the EGM was 1,098,408,796 Shares, 2,385,668,000 Shares, 2,361,568,000 Shares and 1,116,562,796 Shares respectively.

The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To confirm and approve 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, and to authorise any one Director of the Company 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.	270,388,746 (99.74%)	700,000 (0.26%)
2.	To confirm and approve the Dragon Founder's Settlement Agreement and the Dragon Founder's Specific Mandate.	288,406,746 (99.76%)	700,000 (0.24%)
3.	To confirm and approve the Mr. Lam's Settlement Agreement and the Mr. Lam's Specific Mandate.	288,406,746 (99.76%)	700,000 (0.24%)
4.	To confirm and approve the Mr. Wong's Settlement Agreement and the Mr. Wong's Specific Mandate.	288,406,746 (99.76%)	700,000 (0.24%)

* *For the full text of the Resolutions, please refer to the EGM Notice. The number of votes and approximate percentage of voting as stated above are based on the total number of issued Shares held by the holders who attended and voted at the EGM in person, by authorised representative or by proxy.*

As illustrated above, more than 50% of the votes were cast in favour of the Resolutions, each of the Resolutions was duly passed as an ordinary resolution of the Company.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company as at the date of this announcement and upon completion of the allotment and issue of the Settlement Shares (assuming there is no change in the issued share capital of the Company other than the issue of the Settlement Shares) are as follows:

Name of Shareholder	As at the date of this announcement		Immediately upon completion of allotment and issue of the Settlement Shares	
	No. of Shares	Approximate %	No. of Shares	Approximate %
Abundance Development Limited (Note 1)	1,240,547,360	52.00	1,240,547,360	39.816
Mr. Wong	18,477,844	0.775	623,733,441	20.019
Mpplication Group Limited (Note 2)	10,080,000	0.423	10,080,000	0.324
Mr. Lam	24,100,000	1.010	134,335,985	4.312
Mr. Tsang Sze Wai Claudius (Note 3)	18,000,000	0.755	18,000,000	0.577
Dragon Founder	-	-	14,569,650	0.468
Mr. Cheung Yick Hung Jackie (Note 4)	118,000	0.005	118,000	0.004
Mr. Chung Koon Yan (Note 5)	18,000	0.001	18,000	0.001
Dr. Wong Chi Ying Anthony (Note 6)	18,000	0.001	18,000	0.001
Other public Shareholders	1,074,308,796	45.032	1,074,308,796	34.480
Total	<u>2,385,668,000</u>	<u>100.000</u>	<u>3,115,729,232</u>	<u>100.000</u>

Notes:

- (1) Abundance Development Limited is a company incorporated in the British Virgin Islands with limited liability, which is wholly and beneficially owned by Mr. Wong.
- (2) Mpplication Group Limited is a company incorporated in Hong Kong with limited liability, which is wholly and beneficially owned by Mr. Wong.
- (3) Mr. Tsang Sze Wai Claudius is a non-executive Director.
- (4) Mr. Cheung Yick Hung Jackie is an independent non-executive Director.
- (5) Mr. Chung Koon Yan is an independent non-executive Director.
- (6) Dr. Wong Chi Ying Anthony is an independent non-executive Director.

The Company's executive Director, Mr. Wong Man Fai Mansfield, the non-executive Director, Mr. Tsang Sze Wai Claudius and the independent non-executive Directors, Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie and Dr. Wong Chi Ying Anthony attended the EGM in person, whereas Mr. Tang Warren Louis, the independent non-executive Director, was unable to attend the EGM due to other work commitments.

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

Hong Kong, 15 June 2023

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.

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