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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional advisers.

If you have sold or transferred all your shares in Unity Group Holdings International Limited 知行集團控股國際有限公司, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (2) PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Unity Group Holdings International Limited 知行集團控股國際有限公司 (the “**Company**”) to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 28 September 2023 at 11:00 a.m. is set out on pages 19 to 23 of this circular. A form of proxy for use in connection with the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company (<https://www.unitygroup.eco>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deliver, 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 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 as soon as possible but in any event no later than 11:00 a.m. (Hong Kong time) on Tuesday, 26 September 2023 (or if the Annual General Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Annual General Meeting). Completion and delivery of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

In case of any inconsistency between the English version and the Chinese version of this circular, the English version shall prevail.

28 July 2023

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 28 September 2023 at 11:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 19 to 23 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Companies Act”	The Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands;
“Company” or “our Company”	Unity Group Holdings International Limited 知行集團控股國際有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange;
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	a general and unconditional mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular;

DEFINITIONS

“Latest Practicable Date”	21 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time;
“Memorandum and Articles of Association”	the memorandum of association of the Company and the Articles of Association currently in force;
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 of the Listing Rules;
“PRC”	The People’s Republic of China;
“SFO”	the Securities and Futures Ordinance of Hong Kong (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 19 to 23 of this circular;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Director:

Mr. Wong Man Fai Mansfield
(Chairman and Chief Executive Officer)

Non-executive Director:

Mr. Tsang Sze Wai Claudius

Independent Non-executive Directors:

Mr. Chung Koon Yan
Mr. Cheung Yick Hung Jackie
Dr. Wong Chi Ying Anthony
Mr. Tang Warren Louis

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Headquarters and Principal Place of
Business in Hong Kong:*

15th Floor, Chinachem Century Tower
178 Gloucester Road
Wan Chai
Hong Kong

28 July 2023

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(2) PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SHARES AND TO ISSUE NEW SHARES;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with requisite information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on Thursday, 28 September 2023 for, among others, (a) the re-election of the retiring Directors and the granting of the authority to the Board to fix the Directors' remuneration; and (b) the granting to the Directors of the Share Repurchase Mandate and the Issuance Mandate.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised of (i) Mr. Wong Man Fai Mansfield as executive Director; (ii) Mr. Tsang Sze Wai Claudius as non-executive Director; and (iii) Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie, Dr. Wong Chi Ying Anthony and Mr. Tang Warren Louis as independent non-executive Directors.

In accordance with Articles 84(1) and (2) of the Articles of Association, Mr. Wong Man Fai Mansfield and Dr. Wong Chi Ying Anthony shall retire at the Annual General Meeting. Reference is made to the announcement of the Company dated 16 December 2022 which announced, among other things, the appointment of Mr. Tsang Sze Wai Claudius as a non-executive Director. Pursuant to Article 83(3) of the Articles of Association, Mr. Tsang who was appointed by the Board as an addition to the existing Board shall hold office until the next first annual general meeting of the Company and shall be eligible for re-election.

All the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Pursuant to code provision B.3.4 of the Corporate Governance Code contained in Appendix 14 of the Listing Rules, where the board proposes a resolution to elect an individual as an independent non-executive director at the general meeting, it should set out in the circular (among others): (i) the process used for identifying the individual and why the board believes the individual should be elected and the reasons why it considers the individual to be independent; (ii) if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, why the board believes the individual would still be able to devote sufficient time to the board; (iii) the perspectives, skills and experience that the individual can bring to the board; and (iv) how the individual contributes to diversity of the board.

Nomination Procedures

The Nomination Committee of the Company is primarily responsible for identifying and nominating, for approval by the Board, suitably qualified candidates to become members of the Board as additional directors or to fill casual vacancies. The Nomination Committee identifies candidates for directorship from various channels, including but not limited to internal promotion and referral by management of the Company. The Nomination Committee may also receive nomination of candidate(s) for election as Director(s) from Shareholder(s). After the candidate(s) is identified, the Nomination Committee will consider the biographical information of the candidate(s) and evaluate the candidate(s) based on certain criteria as set out in the nomination policy of the Company to determine whether such candidate is qualified for directorship and make recommendation to the Board accordingly.

LETTER FROM THE BOARD

For re-election of any existing member of the Board, the Nomination Committee shall also evaluate the candidate(s) based on certain criteria as set out in the nomination policy of the Company and make recommendations to the Board for its consideration and recommendation for the candidate(s) to stand for re-election at general meeting.

The following criteria are taken into consideration in evaluating and selecting candidate(s) for directorship(s):

- character and integrity.
- qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy.
- commitment of available time and ability to devote adequate time and attention to the affairs of the Company and to discharge duties as a Board member and other directorships and significant commitments.
- requirement for the Board to have independent non-executive directors in accordance with the Listing Rules and whether the candidates would be considered independent with reference to the independence guidelines set out in the Listing Rules.
- the board diversity policy of the Company.
- Such other perspectives appropriate to the Company's business.

In reviewing the structure, size and composition of the Board and in proposing individuals for re-election as Directors at the Annual General Meeting, the Nomination Committee considered the Board diversity from a number of factors, including but not limited to gender, age, cultural and educational background, professional and industry experience, skills, knowledge and time commitments. All Board appointments will be based on merit, and candidates will be considered against criteria including character and integrity, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

LETTER FROM THE BOARD

The Nomination Committee has evaluated Dr. Wong Chi Ying Anthony (the independent non-executive Director to be re-elected at the Annual General Meeting) against the selection criteria mentioned above and has considered his extensive professional and working experiences as set out in Appendix I to this circular. The Nomination Committee and the Board consider that Dr. Wong, with his strong and diversified educational background and professional experience in his expertise and his in-depth knowledge in commercial environment, allow him to provide valuable and relevant insights and bring the appropriate qualifications and related expertise and experiences to the Company and contribute to the diversity of the Board. The Nomination Committee and the Board are of the view that Dr. Wong possesses the required character, integrity and experience to continuously fulfil his role as an independent non-executive Director effectively. Since Dr. Wong has actively participated in the Board meetings and various committees' meetings of the Company, the Board is of the view that he can give sufficient time and attention to the Company's affairs to perform his director's duties. The Company also considers that Dr. Wong will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Dr. Wong has been serving as an independent non-executive Director, the chairman/co-chairman of the Nomination Committee, member of the Audit Committee and member of the Remuneration Committee of the Company since March 2015 and are familiar with the Groups' businesses. He has demonstrated his abilities to provide objective, independent and adequate point of views to the Company's matters.

In addition, Dr. Wong has declared his independence by submitting an annual written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Nomination Committee of the Company has assessed his independence and believes that Dr. Wong is independent from the Company and complies with the independence requirements of Rule 3.13 of the Listing Rules. To the best knowledge of the Directors, as at the Latest Practicable Date, the Company is not aware of any matters or events that may occur and affect the independence of Dr. Wong as an independent non-executive Director.

In view of the above, the Board believes that the re-election of Dr. Wong as an independent non-executive Director would be in the best interests of the Company and the Shareholders as a whole.

Biographical information of the retiring Directors offering themselves for re-election at the Annual General Meeting are set out in Appendix I to this circular.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE AND TO ISSUE SHARES

At the annual general meeting of the Company held on 31 August 2022, general mandates were granted to the Directors to exercise all the powers to repurchase Shares and to allot, issue and deal with additional Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase and issue Shares if and when appropriate, the following ordinary resolutions will be proposed at the Annual General Meeting to approve:

- (a) the granting of the Share Repurchase Mandate to the Directors to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting (i.e. a total of 317,201,623 Shares on the basis that the number of Shares in issue remains unchanged on the date of the Annual General Meeting);
- (b) the granting of the Issuance Mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of Shares in issue as at the date of passing of the proposed ordinary resolution contained in item 8 of the notice of the Annual General Meeting (i.e. a total of 634,403,246 Shares on the basis that the number of Shares in issue remains unchanged on the date of the Annual General Meeting); and
- (c) the extension of the Issuance Mandate by adding the aggregate number of Shares repurchased by the Company pursuant to the Share Repurchase Mandate.

Each of the aforesaid mandates will expire whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or the Companies Act or any other applicable laws of the Cayman Islands to be held; or (iii) the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

With reference to the Share Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares or issue any new Shares pursuant thereto.

An explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Repurchase Mandate is set out in Appendix II to this circular.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 19 to 23 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll (except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands). Accordingly, at the Annual General Meeting, the votes on the resolutions set out in the notice of the Annual General Meeting will be taken by poll. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution set out in the notice of the Annual General Meeting.

A form of proxy for use at the Annual General Meeting (and any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.unitygroup.eco>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and delivered, 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 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 as soon as possible but in any event no later than 11:00 a.m. (Hong Kong time) on Tuesday, 26 September 2023 (or if the Annual General Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Annual General Meeting). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the granting of the Share Repurchase Mandate and Issuance Mandate, the extension of the Issuance Mandate and the re-appointment of BDO Limited as the Company's auditor are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
Unity Group Holdings International Limited
Wong Man Fai Mansfield
*Chairman, Chief Executive Officer and
Executive Director*

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

EXECUTIVE DIRECTOR**(1) Mr. Wong Man Fai Mansfield**

Mr. Wong Man Fai Mansfield (“**Mr. Mansfield Wong**”), aged 49, is the Chief Executive Officer, Chairman of the Board and an executive Director of the Company. He is also a director of Synergy Lighting Limited and Synergy Group Worldwide Limited, both are wholly-owned subsidiaries of the Company, and a director of various subsidiaries of the Company, and was appointed as the Chief Executive Officer of Synergy Lighting Limited on 1 July 2009. He was appointed as a Director of our Company on 30 December 2011. He is primarily responsible for the overall corporate strategies, development management and operation of our Group. Mr. Wong graduated from the University of Arizona, Arizona, the United States with a Bachelor’s degree in Electrical Engineering in May 1996. He also obtained a Master of Engineering (Electrical) from Cornell University, New York, United States in May 1997. He has over 16 years of management experience. Mr. Wong is the sole director and sole shareholder of Mpplication Group Limited, which provides information technology management services to our Group. Mr. Wong is the sole director and sole shareholder of Abundance Development Limited and our controlling shareholder.

Mr. Mansfield Wong has entered into a supplemental service agreement with the Company for a renewed term of three years commencing from 30 June 2023. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Listing Rules and the Articles of Association. Mr. Mansfield Wong received director’s remuneration plus housing allowance of approximately HK\$1,428,000 for the year ended 31 March 2023 in respect of his services to the Group. He is entitled to a director’s remuneration of HK\$918,000 per annum and a housing allowance of not exceeding HK\$42,500 per month for the year ending 31 March 2024 which is determined by the Board with reference to his responsibilities and time commitment and is subject to review by the Remuneration Committee of the Company from time to time. His remuneration is covered by the supplemental service agreement and any subsequent revision approved by the Board.

As at the Latest Practicable Date, Mr. Mansfield Wong had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Mansfield Wong did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and did not currently hold any other position with the Company and other members of the Group and did not have other major appointments and professional qualification.

As at the Latest Practicable Date, Mr. Mansfield Wong and his associates, being Abundance Development Limited and Mpplication Group Limited, were interested in a long position of 1,875,110,801 Shares, representing, in aggregate, approximately 59.11% of the issued Shares of the Company. In addition, Mr. Mansfield Wong was also interested in 23,856,680 share options to subscribe for 23,856,680 Shares in the Company pursuant to the Company's Share Option Scheme, representing approximately 0.75% of the issued Shares of the Company. Save as disclosed above, Mr. Mansfield Wong did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, as at the Latest Practicable Date, there was no information of Mr. Mansfield Wong that was discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there were no other matters concerning Mr. Mansfield Wong that need to be brought to the attention of the Shareholders.

NON-EXECUTIVE DIRECTOR

(2) Mr. Tsang Sze Wai Claudius

Mr. Tsang Sze Wai Claudius ("**Mr. Claudius Tsang**"), aged 46, has been a non-executive Director of the Company since 16 December 2022. He has over 20 years of experience in capital markets, with a strong track record of success in Special Purpose Acquisition Company ("SPAC"), private equity, M&A transactions and PIPE investments. Since 2021, Mr. Tsang has served as the chief executive officer and Chairman of Model Performance Acquisition Corp (Nasdaq: MPAC) and A SPAC I Acquisition Corp (Nasdaq: ASCA). He also successfully listed A SPAC II Acquisition Corp (Nasdaq: ASCB) as chief executive officer. From 2008 to 2020, Mr. Tsang worked at Templeton Asset Management Ltd. He was co-head of private equity, North Asia and a partner of Templeton Private Equity Partners, a leading global emerging markets private equity firm that is part of Franklin Templeton Investments. During his career at Templeton, Mr. Tsang served in various positions, including partner, senior executive director and vice president and was responsible for the overall investment, management and operation activities of Templeton Private Equity Partners in North Asia. His role encompassed overseeing the analysis and evaluation of opportunities for strategic equity investment in Asia, including China, Hong Kong and Taiwan. During his tenure, Mr. Tsang managed US\$1 billion in private equity funds, with approximately 50 portfolio companies. He was involved in the management of a US\$3 billion fund, which was the largest Central Eastern European listed closed-end fund at the time of IPO in London. From 2007 to 2008, Mr. Tsang also worked at Lehman Brothers, where he managed private equity projects in Hong Kong, China, Taiwan and the United States. At Lehman Brothers, Mr. Tsang managed US\$500 million proprietary funds.

Mr. Claudius Tsang obtained his MBA from The University of Chicago Booth School of Business in 2017, the second Bachelor degree of Law from Tsinghua University in 2005, and a Bachelor degree of Engineering from the Chinese University of Hong Kong in 1998. He is a charter holder of Chartered Financial Analyst from the CFA Institute. He obtained Postgraduate Certificate in Sustainable Business, University of Cambridge Institute of Sustainability Leadership in June 2023.

Mr. Claudius Tsang has entered into a letter of appointment with the Company for an initial term of three years commencing from 16 December 2022. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Listing Rules and the Articles of Association. Mr. Claudius Tsang received director's remuneration of HK\$116,000 for the year ended 31 March 2023 in respect of his services to the Group. He is entitled to a director's remuneration of HK\$396,000 per annum for the year ending 31 March 2024 which is determined by the Board with reference to his responsibilities and time commitment and is subject to review by the Remuneration Committee of the Company from time to time. His remuneration is covered by the letter of appointment and any subsequent revision approved by the Board.

Save as disclosed above, as at the Latest Practicable Date, Mr. Claudius Tsang had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Mr. Claudius Tsang did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and did not currently hold any other position with the Company and other members of the Group and did not have other major appointments and professional qualification.

As at the Latest Practicable Date, Mr. Claudius Tsang was interested in a long position of 18,000,000 Shares, representing approximately 0.57% of the issued Shares of the Company. Save as disclosed above, Mr. Claudius Tsang did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, as at the Latest Practicable Date, there was no information of Mr. Claudius Tsang that was discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there were no other matters concerning Mr. Claudius Tsang that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTOR

(3) Dr. Wong Chi Ying Anthony

Dr. Wong Chi Ying Anthony (“**Dr. Anthony Wong**”), aged 67, is an independent non-executive Director, member of the Audit Committee and member of the Remuneration Committee of the Company since 5 March 2015. From 5 March 2015 to 26 April 2022, he was the Chairman of the Nomination Committee of the Company and serves as the Co-Chairman of the Nomination Committee since 26 April 2022. Dr. Wong was an Associate Professor in the Department of Industrial and Manufacturing Systems Engineering of The University of Hong Kong from 1997 to 2006. He obtained a B.Tech (Hons) degree and a Ph.D degree in Chemical Engineering from The University of Bradford, United Kingdom, in December 1980 and in December 1983 respectively. Dr. Wong was a Corporate Member of The Institution of Chemical Engineers (MIChemE) from November 1999 to January 2022 and a Chartered Engineer (C.Eng) of the Engineering Council of the United Kingdom from December 1999 to January 2022. During the period from 1 June 2004 to 29 January 2022, he was a Chartered Scientist (CSci) of The Institution of Chemical Engineers and The Science Council of the United Kingdom. He was also admitted as a member of The Hong Kong Institution of Engineers during the period from 16 March 2000 to April 2022. From April 2003 to November 2018, he served as the vice chairman and an executive director of Ngai Hing Hong Company Limited (stock code: 1047), a company listed on the Stock Exchange, and was in charge of its research and development centre and responsible for its business development and remained in such company as a consultant subsequent to his cessation from the positions mentioned above until 31 March 2019.

Dr. Anthony Wong has entered into a renewed letter of appointment with the Company for a term of three years commencing from 23 March 2021. He is subject to retirement by rotation and re-election at the Annual General Meeting in accordance with the Listing Rules and the Articles of Association. Dr. Anthony Wong received director’s remuneration of HK\$205,200 for the year ended 31 March 2023 in respect of his services to the Group. He is entitled to a director’s remuneration of HK\$205,200 per annum for the year ending 31 March 2024 which is determined by the Board with reference to his responsibilities and time commitment and is subject to review by the Remuneration Committee of the Company from time to time. His remuneration is covered by the renewed letter of appointment and any subsequent revision approved by the Board.

As at the Latest Practicable Date, Dr. Anthony Wong had not held any directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above, as at the Latest Practicable Date, Dr. Anthony Wong did not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and did not currently hold any other position with the Company and other members of the Group and did not have other major appointments and professional qualification.

As at the Latest Practicable Date, Dr. Anthony Wong was interested in a long position of 18,000 Shares and 250,000 share options to subscribe for 250,000 Shares in the Company pursuant to the Company's Share Option Scheme, representing, in aggregate, approximately 0.008% of the issued Shares of the Company. Save as disclosed above, Dr. Anthony Wong did not have any interest or short positions in any Shares or underlying Shares in or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as recorded in the register required to be kept under section 352 of Part XV of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

Save for the information disclosed above, as at the Latest Practicable Date, there was no information of Dr. Anthony Wong that was discloseable pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there were no other matters concerning Dr. Anthony Wong that need to be brought to the attention of the Shareholders.

This appendix serves as an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,172,016,232 Shares, all of which have been fully paid-up.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the Annual General Meeting in respect of the granting of the Share Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, i.e. being 3,172,016,232 Shares, the Directors would be authorised under the Share Repurchase Mandate to repurchase, during the period in which the Share Repurchase Mandate remains in force, a maximum of 317,201,623 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have a general authority from the Shareholders to enable them to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASE

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2023) in the event that the Share Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Share Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the 12 months immediately preceding (and including) the Latest Practicable Date were as follows:

Month & Year	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July 2022	0.670	0.550
August 2022	0.640	0.500
September 2022	0.650	0.480
October 2022	0.600	0.480
November 2022	0.520	0.460
December 2022	0.480	0.121
January 2023	0.154	0.111
February 2023	0.150	0.111
March 2023	0.225	0.117
April 2023	0.211	0.119
May 2023	0.480	0.188
June 2023	0.660	0.365
July 2023 (<i>up to the Latest Practicable Date</i>)	0.520	0.465

6. GENERAL

To the best of their knowledge and belief and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) currently intends to sell any Shares to our Company or its subsidiaries in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Share Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of our Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the knowledge and belief of the Directors, as at the Latest Practicable Date:

- (a) Abundance Development Limited and parties acting in concert with it were interested in 1,924,700,801 Shares, representing, in aggregate, approximately 60.68% of the issued share capital of the Company;
- (b) Ancient Wisdom Limited, a company wholly-owned by Mr. Wu Shang Tun Mason, had a security interest in 1,240,547,360 Shares, representing approximately 39.11% of the issued share capital of the Company. Mr. Wu was deemed to be interested in the Shares to which Ancient Wisdom Limited was interested in under the SFO; and

- (c) Asia JIT Capital Investment L.L.C. was interested in approximately 11.18% of the issued share capital of the Company, comprising 354,545,454 underlying Shares, which may be issued upon full conversion of the convertible bond issued by the Company pursuant to the convertible bond subscription agreement dated 9 June 2023 entered into between the Company and Asia JIT Capital Investment L.L.C. as subscriber. Since 51% and 49% of Asia JIT Capital Investment L.L.C. were controlled by Mr. Abdulhameed Ibrahim Abdulla Alhosani Adel and Mr. Kwok Wai Tak, they were deemed to be interested in the Shares to which Asia JIT Capital Investment L.L.C. was interested in under the SFO.

In the event that the Directors shall exercise the Share Repurchase Mandate in full:

- (a) the shareholding percentage of Abundance Development Limited (together with parties acting in concert with it) would be increased to approximately 67.42% (if they do not participate in such repurchase), such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code;
- (b) the shareholding percentage of Ancient Wisdom Limited would be increased to approximately 43.45% (if it does not participate in such repurchase) in the event of enforcement of security interest, and such increase will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code; and
- (c) the shareholding percentage of Asia JIT Capital Investment L.L.C. would be increased to approximately 12.42% (if it does not participate in such repurchase) in the event of full conversion of the convertible bond, and such increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. As at the Latest Practicable Date, none of the Shareholders or a group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors do not propose to exercise the Share Repurchase Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required under the Listing Rules.

8. REPURCHASE OF SHARES MADE BY THE COMPANY

The Company had not repurchased any of the Shares (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



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 IS HEREBY GIVEN that an annual general meeting (“**Annual General Meeting**”) of Unity Group Holdings International Limited 知行集團控股國際有限公司 (the “**Company**”) will be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 28 September 2023 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

As ordinary business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the board of directors of the Company and auditor for the year ended 31 March 2023.
2. To re-elect Mr. Wong Man Fai Mansfield as an executive director of the Company.
3. To re-elect Mr. Tsang Sze Wai Claudius as a non-executive director of the Company.
4. To re-elect Dr. Wong Chi Ying Anthony as an independent non-executive director of the Company.
5. To authorise the board of directors of the Company to fix the remuneration of the respective directors of the Company.
6. To re-appoint BDO Limited as auditor of the Company and to authorise the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

7. To consider and, if thought fit, pass with or without amendments, the following resolution as ordinary resolution:

“**THAT:**

- (a) subject to paragraph 7(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be repurchased pursuant to the mandate in paragraph 7(a) above shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph 7(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph 8(c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph 8(a) above shall authorise the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph 8(a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under the share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of the issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares of the Company is conducted, the maximum number of shares that may be issued under the mandate in paragraph 8(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the directors to holders of Shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

9. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions set out in items 7 and 8 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 8 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 7 of the Notice, provided that such number shall not exceed 10% of the total number of shares in issue as at the date of passing of this resolution.”

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

Hong Kong, 28 July 2023

NOTICE OF ANNUAL GENERAL MEETING

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 11:00 a.m. (Hong Kong time) on Tuesday, 26 September 2023 (or if the Annual General Meeting is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned Annual General Meeting). 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, 21 September 2023 to Thursday, 28 September 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, 20 September 2023.

In the event that the Annual General Meeting is adjourned to a date later than Thursday, 28 September 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 Annual General Meeting will remain the same as stated above.

5. In relation to the proposed Resolution no. 6 above, the Board concurs with the views of the Audit Committee of the Board and has recommended that BDO Limited be re-appointed as auditor of the Company.
6. A circular containing further details concerning Resolution nos. 2 to 4 and Resolution nos. 7 to 9 set out in this notice will be despatched to the shareholders of the Company together with the 2022/2023 Annual Report.
7. **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 8:00 a.m. to 11:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting 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 Annual General Meeting 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 Annual General Meeting in adverse weather conditions.