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## **THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Unitas Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

This circular, for which the directors of Unitas Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to Unitas Holdings Limited. The directors of Unitas Holdings Limited, 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.

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## **UNITAS HOLDINGS LIMITED**

### **宏海控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8020)**

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

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A notice convening an annual general meeting of Unitas Holdings Limited to be held at Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 September 2023 at 11:00 a.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed with this circular. Such form of proxy is also published on the websites of The GEM of The Stock Exchange of Hong Kong Limited ([www.hkgem.com](http://www.hkgem.com)) and the Company ([www.unitas.com.hk](http://www.unitas.com.hk)).

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 return it to the Company's share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish and in such event, the proxy form shall be deemed to be revoked.

*This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of publication.*

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## CHARACTERISTICS OF THE GEM

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**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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## DEFINITIONS

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

“2022 AGM”	the annual general meeting held by the Company on 30 September 2022;
“AGM”	an annual general meeting of the Company to be held at Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 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 16 to 20 of this circular, or any adjournment thereof;
“Amended Articles”	the third amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments in relation thereto;
“Articles” or “Articles of Association”	the articles of association of the Company as amended supplemented or otherwise modified from time to time;
“Board”	the board of Directors;
“Company”	Unitas Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM;
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time;
“Director(s)”	the director(s) of the Company;
“GEM”	GEM of the Stock Exchange;
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM;
“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 PRC;

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## DEFINITIONS

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“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	30 August 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“PRC”	The People’s Republic of China;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, share(s) forming part of the ordinary equity share capital of the Company;
“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.

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## LETTER FROM THE BOARD

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# UNITAS HOLDINGS LIMITED 宏海控股集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8020)**

*Executive Directors:*

Ms. Ho Chiu Ha Maisy (*Chairlady*)

Mr. Lau Ling Tak

Ms. Man Wing Yee Ginny

*Independent non-executive Directors:*

Mr. Siu Chi Yiu Kenny

Mr. Lee Chi Keung Jim

Dr. Chow Ho Wan, Owen

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal Place of Business in Hong Kong:*

Flat C, 16/F.,

MG Tower,

133 Hoi Bun Road,

Kwun Tong

Kowloon, Hong Kong

31 August 2023

*To the Shareholders*

Dear Sir or Madam

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

### **1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the nominal amount of issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) re-election of the Directors.

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## LETTER FROM THE BOARD

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### 2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

At the 2022 AGM, resolutions were passed by the Shareholders at the meeting giving general mandates to the Directors:

- (i) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital as at that date;
- (ii) to repurchase Shares with the aggregate nominal amount not exceeding 10% of the total nominal amount of the Company's issued share capital as at that date; and
- (iii) to add to the general mandate for issuing Shares set out in (i) above and the number of Shares repurchased by the Company pursuant to the repurchase mandate set out in (ii) above.

The abovementioned general mandates will expire at the conclusion of the AGM, unless renewed at that meeting.

At the AGM, ordinary resolutions will be proposed to approve the granting of new general mandates to the Directors:

- (a) to repurchase Shares on GEM or on any other stock exchange recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange, of an aggregate nominal amount not exceeding 10% of the total nominal amount of the Company's issued share capital as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$2,612,959.33 (equivalent to 261,295,933 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM) (the "**Repurchase Mandate**");
- (b) to allot, issue or deal with new Shares of an aggregate nominal amount not exceeding 20% of the total nominal amount of the Company's issued share capital as at the date of passing such resolution (i.e. an aggregate nominal amount of Shares not exceeding HK\$5,225,918.66 (equivalent to 522,591,866 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM) (the "**Issuance Mandate**"); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

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## **LETTER FROM THE BOARD**

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The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the AGM or any earlier date as referred to in the ordinary resolutions contained in items 7 and 8 of the notice of the AGM as set out on pages 16 to 20 of this circular. With reference to the 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.

In accordance with the requirements of the GEM Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the GEM Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

### **3. PROPOSED RE-ELECTION OF THE DIRECTORS**

Pursuant to article 83(3) and 84(1) of the Articles of Association, Ms. Man Wing Yee Ginny, Mr. Lau Ling Tak and Dr. Chow Ho Wan, Owen shall retire by rotation at the AGM. All of the aforesaid Directors, being eligible, will offer themselves for re-election at the AGM.

In accordance with Rule 17.46A of the GEM Listing Rules, a listed issuer shall disclose the details required under Rule 17.50(2) of the GEM Listing Rules of any director(s) proposed to be re-elected or proposed to be new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above Directors are set out in Appendix II to this circular.

### **4. THE AGM AND PROXY ARRANGEMENT**

The notice of the AGM is set out on pages 16 to 20 of this circular. At the AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the aggregate nominal amount of Shares repurchased by the Company pursuant to the Repurchase Mandate and the re-election of the Directors.

Pursuant to the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the AGM. An announcement on the poll vote results will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the GEM website (www.hkgem.com) and the Company's website (www.unitas.com.hk). Whether or not you are able to attend the AGM, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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 share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

### 5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate and the re-election of the Directors are in the best interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend Shareholders to vote in favour of the resolutions to be proposed at the AGM.

### 6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Directors Proposed to be Re-elected at the AGM) of this circular.

Yours faithfully,  
**Unitas Holdings Limited**  
**Ho Chiu Ha Maisy**  
*Chairlady*

*This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Repurchase Mandate.*

## **1. REASONS FOR REPURCHASE OF SHARES**

The Directors believe that the proposed granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of the Shares may, depending on market conditions and funding arrangements at the time, result in an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,612,959,333 Shares.

Subject to the passing of the ordinary resolution set out in item 7 of the notice of the AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the AGM, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares not exceeding HK\$2,612,959.33 (equivalent to 261,295,933 Shares), representing 10% of the aggregate nominal amount of Shares in issue as at the date of the AGM.

## **3. FUNDING OF REPURCHASES**

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

In accordance with the Companies Act, the memorandum of association of the Company and the Articles of Association, Shares may only be bought back out of the funds of the Company which are legally available for such purpose or out of the proceeds of a fresh issue of Shares made for the purposes of the purchase or, subject to a statutory test of solvency, out of capital. The premium, if any, payable on purchase must be provided for out of the profits of the Company or out of the Company's share premium account before or at the time the Shares are bought back or out of capital, subject to the statutory test of solvency. Under the Companies Act, the Shares so bought back will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

**4. IMPACT OF REPURCHASES**

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 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 Repurchase Mandate to such an 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. TAKEOVERS CODE**

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the shareholding of the Directors and substantial Shareholders who have interest of more than 5% are illustrated in following table:

<b>Name of Shareholders</b>	<b>Number of Shares held (Note 1)</b>	<b>Approximate percentage of shareholding as at the Latest Practicable Date (Note 2)</b>	<b>Approximate percentage of shareholding if Repurchase Mandate is exercised in full</b>
Ms. Ho Chiu Ha Maisy (Notes 3)	407,890,000 (L)	15.61%	17.17%
Ms. Man Wing Yee Ginny (Note 3)	441,900,000 (L)	16.91%	18.60%
Mr. Wang Qiang (duties suspended) (Note 4)	100,000,000 (L)	3.83%	4.21%
Mr. Lau Ling Tak (Note 3)	43,937,500 (L)	1.68%	1.85%
Mr. Lam Kam Hung	163,900,000	6.27%	6.90%
Mr. Chan Yu Fung	251,462,500	9.62%	10.59%

*Notes:*

1. The letter (L) denotes the person's long position in such securities.
2. Assuming that (i) the issued share capital of the Company remained at 2,612,959,333 Shares immediately before the full exercise of the Repurchase Mandate; and (ii) the shareholdings of the Shareholders as set out in the above table remained unchanged immediately before the full exercise of the Repurchase Mandate.
3. Ms. Ho Chiu Ha Maisy, Ms. Man Wing Yee Ginny and Mr. Lau Ling Tak are executive Directors.
4. Mr. Wang Qiang the chief executive officer and an executive Director passed away on 28 July 2022. Please refer to the announcement of the Company dated 29 July 2022 for further details.

To the best of the knowledge, information and belief of the Directors and on the basis of the shareholding of the Company as at the Latest Practicable Date and assuming that there will be no change in the issued share capital of the Company, the Directors are currently not aware of any consequences which will arise under the Takeovers Code as a result of any purchase of Shares made under the Repurchase Mandate, since none of the substantial Shareholders would hold 30% or more of the shareholding of the Company after the repurchase.

The GEM Listing Rules prohibit a company from making repurchase of its shares on the Stock Exchange if the result of the repurchase was that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange from time to time) of the company's issued share capital would be in public hands. The Directors will exercise the powers conferred by the Repurchase Mandate to repurchase Shares in circumstances, which they deem appropriate for the benefits of the Company and the Shareholders as a whole. However, the Directors have no present intention to exercise the Repurchase Mandate to the extent that the number of Shares in the hands of the public would fall below the prescribed minimum percentage of 25%.

## **6. GENERAL**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

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

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## APPENDIX I EXPLANATORY STATEMENT ON THE REPURCHASE MANDATE

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The Company has not been notified by any connected persons (as defined in the GEM 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 Repurchase Mandate is approved by the Shareholders.

### 7. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months immediately preceding the Latest Practicable Date (whether on the GEM or otherwise).

### 8. MARKET PRICES OF SHARES

The lowest and highest prices per Share at which the Shares have traded on the GEM during each of the previous twelve months up to the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest HK\$</b>	<b>Lowest HK\$</b>
<b>2022*</b>		
August	0.014	0.014
September	0.014	0.014
October	0.014	0.014
November	0.014	0.014
December	0.014	0.014
<b>2023*</b>		
January	0.014	0.014
February	0.014	0.014
March	0.014	0.014
April	0.014	0.014
May	0.014	0.014
June	0.014	0.014
July	0.014	0.014
August (Up to the Latest Practicable Date)	0.014	0.014

\* Trading in the Shares on GEM has been suspended from 17 May 2022

*Pursuant to the GEM Listing Rules, the details of the Directors, who will offer themselves for re-election at the AGM according to the Articles of Association, are provided below:*

**(1) MS. MAN WING YEE GINNY**

**Position & experience**

**Ms. Man Wing Yee Ginny (“Ms. Man”)**, aged 50, joined the Group as a Non-executive Director on 21 February 2012 and re-designated as an Executive Director on 25 June 2014. She has over 8 years of experience in legal practice focusing on China inbound and outbound investment, finance, mergers and acquisitions and corporate restructuring. She is also working as a consultant at Tsun & Partners since January 2012 and was admitted as a solicitor of the High Court of Hong Kong SAR in August 1999.

Ms. Man is a representative of the 14th National People’s Congress, a member of the Chinese People’s Political Consultative Conference of Guangxi Zhuang Autonomous Region in China. She is currently a member of the Law Society of Hong Kong. Ms. Man received a Bachelor of Arts degree majoring in French and International Relations from Wellesley College at Massachusetts in the USA in 1995.

**Length of service**

Ms. Man has not been appointed for any fixed term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

**Interests in Shares**

As at the Latest Practicable Date, Ms. Man was directly and indirectly interested in or deemed to be interested in 441,900,000 shares of the Company within the meaning of Part XV of the SFO. Save as disclosed, Ms. Man does not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

**Relationships**

As far as the Directors are aware, Ms. Man does not have any relationships with any other Directors, senior management, management shareholders (as defined in the GEM Listing Rules), substantial shareholders (as defined in the GEM Listing Rules), or controlling shareholders (as defined in the GEM Listing Rules) of the Company.

**Emoluments**

Ms. Man is not entitled to receive any fixed annual Director's fee. Any Director's fee, bonus, share-based remuneration, shall from time to time be determined by the Company's remuneration committee and the Board with reference to her duties, performance and responsibilities, as well as the Company's business result, financial standing, market conditions and such other factors as the Company may consider relevant in its absolute discretion.

**Information needs to be disclosed and matters need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no other information relating to Ms. Man that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no other matters concerning Ms. Man that need to be brought to the attention of the Shareholders.

**(2) MR. LAU LING TAK****Position & experience**

**Mr. Lau Ling Tak ("Mr. Lau")**, aged 49, joined the Group as an Independent Non-executive Director on 21 September 2011 and re-designated as an Executive Director on 21 June 2012, he is responsible for formulating corporate strategy, planning and business development of the Group. He is a member of each of the Audit Committee, Remuneration Committee and the Nomination Committee.

Mr. Lau obtained the degree of Bachelor of Engineering in Building Services Engineering (Building Electrical Services) from the Hong Kong Polytechnic University in November 2001. Mr. Lau holds the qualification of Chartered Engineer (CEng) since June 2003 and has also been a member of the Society of Operations Engineers (MSOE), Institute of Plant Engineers (MIPlantE) and the International Institute of Management (MIIM) since June 2003, October 2002 and July 2003 respectively.

Mr. Lau has substantial experience in the medical and health care industry. He founded GHC Holdings Limited (previously known as Bio-life (China) Limited) in January 2005 and was appointed as the managing director from its establishment until October 2008. GHC Holdings Limited principally provides medical and dermatology services for the general public through its general clinics and specialist polyclinics that operate in Hong Kong.

From October 2008 to May 2009, Mr. Lau was the director of development of Quality HealthCare Medical Centre Limited, a subsidiary of Skyocean International Holdings Limited (Stock Code: 593) which is a physician led provider group offering an integrated range of healthcare services through a network of medical centres, dental and physiotherapy centres.

**Length of service**

Mr. Lau has not been appointed for any fixed term but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

**Interests in Shares**

As at the Latest Practicable Date, Mr. Lau was directly and indirectly interested in or deemed to be interested in 43,937,500 shares of the Company within the meaning of Part XV of the SFO. Save as disclosed, Mr. Lau does not have any other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO.

**Relationships**

As far as the Directors are aware, Mr. Lau does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined under the GEM Listing Rules).

**Emoluments**

Mr. Lau is entitled to receive an annual Director's fee of HK\$1,098,000, which is determined by the Board after taken into account recommendation from the remuneration committee of the Company and with reference to his experiences, duties and responsibilities and the prevailing market situation.

**Information needs to be disclosed and matters need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no other information relating to Mr. Lau that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no matters concerning Mr. Lau that need to be brought to the attention of the Shareholders.

**(3) DR. CHOW HO WAN, OWEN****Position & experience**

**Dr. Chow Ho Wan, Owen (“Dr. Chow”)**, aged 47, is the founder and chairman of Sino Fame International Group Limited, Sino Fame Education Group Limited and the SF Capital Limited. He is also the founder and chairman of the Association of International Certified Financial Consultants (AICFC). Dr. Chow is currently an independent non-executive director of Hong Wei (Asia) Holding Limited (Stock Code: 08191). He was an independent non-executive director of GBA Holdings Limited (Stock Code: 00261), Wan Leader International Limited (Stock Code: 08482), Century Entertainment International Holdings Limited (Stock Code: 00959) and CIL Holdings Ltd (0479. HK).

Dr. Chow obtained the degree of Bachelor of Commerce from the University of Toronto, Canada in 1999 and subsequently obtained the Master of Science in Finance from the Chinese University of Hong Kong in 2003, the Bachelor of Laws from Tsinghua University, PRC in 2006 and the Doctor of Business Administration from European University, Switzerland in 2011. Dr. Chow also completed the Postdoctoral Global Leadership Research Program in University of Oxford.

Dr. Chow holds various professional qualifications including Certified Financial Consultants (CFC), Certified Financial Planners (CFMP), Certified Banking Risk Management (CBRM), fellow member of Hong Kong Institute of Directors (FHKIoD), CPA Australia, fellow of The Chartered Management Institute (FCMI), member of Hong Kong Securities and Investment Institute (MHKSI) and Canadian Securities Institute (CSI).

Dr. Chow is also the chairman of the Guangdong-Hong Kong-Macao-Bay Area Economic and Trade Association; vice president and chairman of Young Executives Committee of the Association of Chinese Culture of Hong Kong; committee member of the Chinese People’s Political Consultative Conference (CPPCC) of the Guangdong-Foshan-Nanhai District; Member of the China Overseas Chinese Entrepreneurs Association; committee for the Overseas Union for Tianjin, Chongqing, Foshan, Nanhai and Beihai; committee member of the Qianhai QFAE Think-tank Experts; director at the Chambers of Commerce and Industry and the vice chairman for the Hong Kong Yuen Long Industries & Commerce Association.

Dr. Chow has over 20 years of experience in the finance and accounting field and used to work in various international banks and accounting firms.

**Length of service**

Dr. Chow has entered into a letter of appointment with the Company on 13 October 2020 for a specific term of three years but is subject to retirement by rotation and eligibility for re-election pursuant to the Articles of Association.

**Interests in Shares**

As at the Latest Practicable Date, Dr. Chow did not, directly or indirectly interested or deemed to be interested in any shares of the Company within the meaning of Part XV of the SFO.

**Relationships**

As far as the Directors are aware, Dr. Chow does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company (as defined under the GEM Listing Rules).

**Emoluments**

Dr. Chow is entitled to receive an annual Director's fee of HK\$120,000, which is determined by the Board after taken into account recommendation from the remuneration committee of the Company and with reference to his experiences, duties and responsibilities and the prevailing market situation.

**Information needs to be disclosed and matters need to be brought to the attention of the Shareholders**

Save as disclosed above, there is no other information relating to Dr. Chow that is required to be disclosed pursuant to Rules 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules; and that there are no matters concerning Dr. Chow that need to be brought to the attention of the Shareholders.

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## NOTICE OF THE AGM

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# UNITAS HOLDINGS LIMITED

## 宏海控股集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8020)**

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of Unitas Holdings Limited (the “Company”) will be held at Flat C, 16/F., MG Tower, 133 Hoi Bun Road, Kwun Tong, Kowloon, Hong Kong on Friday, 29 September 2023 at 11:00 a.m. for the purposes of considering, and if thought fit, passing (with or without amendments) the following resolutions:

#### AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditors for the year ended 31 March 2023;
2. To re-elect Ms. Man Wing Yee Ginny as an executive director of the Company;
3. To re-elect Mr. Lau Ling Tak as an executive director of the Company;
4. To re-elect Dr. Chow Ho Wan, Owen as an independent non-executive director of the Company;
5. To authorize the board of directors to fix the directors’ remuneration;
6. To re-appoint Mcmillian Woods (Hong Kong) CPA Limited as the auditors of the Company and to authorise the board of directors to fix their remuneration;

#### AS SPECIAL BUSINESS

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

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**“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase shares of HK\$0.01 each in the share capital of the Company on the GEM of The Stock Exchange of Hong Kong Limited or any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
  - (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; 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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in a general meeting; and
    - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws to be held”;
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors 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;

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## NOTICE OF THE AGM

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- (c) the total nominal amount of share capital of the Company allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
- (i) a Rights Issue (as defined below);
  - (ii) the exercise of rights of subscription or conversion under the terms of any warrants or any securities which are convertible into shares of the Company;
  - (iii) the exercise of any options granted under the share option scheme of the Company; and
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and this approval shall be limited accordingly; and

- (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 revocation or variation of the authority given under this resolution by an ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the Company’s 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 recognized regulatory body or any stock exchange).”; and

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## NOTICE OF THE AGM

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9. 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 no. 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 nominal amount of shares of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate nominal amount of shares of the Company purchased by the Company pursuant to the mandate referred to in the resolution set out in item 7 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.”.

On behalf of the Board  
**Unitas Holdings Limited**  
**Ho Chiu Ha Maisy**  
*Chairlady*

Hong Kong, 31 August 2023

*Notes:*

- (a) Any shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
- (b) To be effective, a 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 or authority, shall be deposited at the Company’s share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. 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 proxy form shall be deemed to be revoked.
- (c) The register of members of the Company will be closed from Monday, 25 September 2023 to Friday, 29 September 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, for registration not later than 4:00 p.m. on Friday, 22 September 2023.
- (d) In relation to the ordinary resolutions no. 7, 8 and 9 set out in the above notice, the directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.

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## NOTICE OF THE AGM

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- (e) If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Hong Kong Government is/are in effect any time after 8:00 a.m. on the date of the annual general meeting (the “AGM”) such that within thirty (30) minutes (or such longer time not exceeding one hour as the chairman of the AGM may determine to wait) after the time appointed for the AGM a quorum is not present, the AGM will stand adjourned to such time and place as the Board shall determine. The Company will post an announcement on the Company’s website ([www.unitas.com.hk](http://www.unitas.com.hk)) and on the GEM website ([www.hkgem.com](http://www.hkgem.com)) to notify Shareholders of the date, time and place of the adjourned AGM.