

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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)

**PARTIAL COMPLETION OF
ISSUE OF CONVERTIBLE BONDS
UNDER SPECIFIC MANDATE**

Sole Deal Advisor



Financial Adviser to the Company



Reference is made to the announcements dated 9 June 2023, 12 June 2023, 24 July 2023 and 21 August 2023 (the “**Announcements**”) and circular dated 28 June 2023 (the “**Circular**”) of Unity Group Holdings International Limited (the “**Company**”) and the poll results announcement of the Company dated 18 July 2023, each in relation to, among others, the proposed issue of Convertible Bonds under the Specific Mandate. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings in the Circular.

PARTIAL COMPLETION OF ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that Convertible Bonds in the aggregate principal amount of USD 10 million (“**First Batch CB**”) have been issued to the Subscriber and/or its nominees in accordance with the terms and conditions thereof. As at the date of this announcement, the aggregate principal amount of USD 10 million has been received by the Company. The Closing of the remaining USD 5 million Convertible Bonds (“**Second Batch CB**”) is expected to take place on or before 31 December 2023.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose only, the shareholding structure of the Company (i) as at the date of this announcement; (ii) immediately upon full conversion of the First Batch CB; and (iii) immediately upon full conversion of First Batch CB and Second Batch CB ((ii) and (iii) assuming that there is no other change in the issued share capital of the Company between the date of this announcement and the full conversion of the First Batch CB and Second Batch CB) are as follows:

Name of Shareholders	Note	As at the date of this announcement		Immediately after full conversion of the First Batch CB (Note 1)		Immediately after full conversion of the First Batch CB and Second Batch CB (Note 1)	
		No. of Shares	Approx. %	No. of Shares	Approx. %	No. of Shares	Approx. %
Abundance Development Limited	2	1,819,375,360	57.357	1,819,375,360	53.379	1,819,375,360	51.590
Mr. Wong	3	61,503,441	1.939	61,503,441	1.804	61,503,441	1.744
Mpplication Group Limited	4	10,080,000	0.318	10,080,000	0.296	10,080,000	0.286
Mr. Tsang Sze Wai Claudius	5	18,000,000	0.568	18,000,000	0.528	18,000,000	0.510
Mr. Cheung Yick Hung Jackie	6	243,000	0.008	243,000	0.007	243,000	0.007
Mr. Chung Koon Yan	7	143,000	0.004	143,000	0.004	143,000	0.004
Dr. Wong Chi Ying Anthony	8	18,000	0.001	18,000	0.001	18,000	0.001
Mr. Tang Warren Louis	9	125,000	0.004	125,000	0.004	125,000	0.004
Subscriber and/or its nominees		–	–	236,363,636	6.935	354,545,454	10.053
<i>Other public Shareholders</i>		1,262,528,431	39.801	1,262,528,431	37.042	1,262,528,431	35.801
Total		<u>3,172,016,232</u>	<u>100.000</u>	<u>3,408,379,868</u>	<u>100.000</u>	<u>3,526,561,686</u>	<u>100.000</u>

Notes:

1. Assuming that the shareholding structure of the Company has not changed immediately after full conversion of the Convertible Bond.
2. Abundance Development Limited is a company incorporated in the British Virgin Islands with limited liability, which is wholly and beneficially owned by Mr. Wong.
3. As at the Latest Practicable Date, Mr. Wong, the chairman, chief executive officer and executive Director, holds 100% interest in both Abundance Development Limited and Mpplication Group Limited and is deemed to be interested in 1,819,375,360 Shares held by Abundance Development Limited and 10,080,000 Shares held by Mpplication Group Limited respectively; Mr. Wong personally holds 61,503,441 Shares.

4. Mpplication Group Limited is a company incorporated in Hong Kong with limited liability, which is wholly and beneficially owned by Mr. Wong.
5. Mr. Tsang Sze Wai Claudius is a non-executive Director.
6. Mr. Cheung Yick Hung Jackie is an independent non-executive Director.
7. Mr. Chung Koon Yan is an independent non-executive Director.
8. Dr. Wong Chi Ying Anthony is an independent non-executive Director.
9. Mr. Tang Warren Louis is an independent non-executive Director.

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

Hong Kong, 29 September 2023

As at the date of this announcement, the executive Director of the Company is Mr. Wong Man Fai Mansfield; the non-executive Director of the Company is Mr. Tsang Sze Wai Claudius; and the independent non-executive Directors of the Company are Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie, Dr. Wong Chi Ying Anthony and Mr. Tang Warren Louis.