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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)**

**CONVERSION OF CONVERTIBLE BONDS**

Reference is made to the announcements dated 9 June 2023, 12 June 2023, 24 July 2023, 21 August 2023 and 29 September 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 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.

**CONVERSION OF CONVERTIBLE BONDS**

The Company received conversion notices from the Subscriber and its nominees in respect of the exercise of the Conversion Rights attached to the First Batch CB with the principal amount of US\$7,500,000 at the initial conversion price of HK\$0.33 per Ordinary Share, as a result the Company allotted and issued 177,272,727 Conversion Shares to the Subscriber and its nominees on 17 November 2023 (the “**Conversion**”).

Following the Conversion, 177,272,727 Conversion Shares have been issued which rank pari passu in all respects among themselves and with all other existing Ordinary Shares in issue and they represent approximately 5.6% of the total issued Ordinary Shares of the Company before the Conversion and approximately 5.3% of the total issued Ordinary Shares of the Company as enlarged by the allotment and issue of the 177,272,727 Conversion Shares upon the Conversion.

## EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose only, the shareholding structure of the Company (i) immediately before the Conversion; (ii) immediately after the Conversion; and (iii) immediately upon full conversion of the remaining First Batch CB and the Second Batch CB (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 remaining First Batch CB and the Second Batch CB) are as follows:

Name of Shareholders	Note	Immediately before the Conversion		Immediately after the Conversion		Immediately after full conversion of the remaining First Batch CB and the 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	54.321	1,819,375,360	51.590
Mr. Wong	3	66,453,441	2.095	66,453,441	1.984	66,453,441	1.844
Mpplication Group Limited	4	10,080,000	0.318	10,080,000	0.301	10,080,000	0.286
Mr. Tsang Sze Wai Claudius	5	18,000,000	0.568	18,000,000	0.537	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 its nominees		–	–	177,272,727	5.293	354,545,454	10.053
<i>Other public Shareholders</i>		1,257,578,431	39.645	1,257,578,431	37.548	1,257,578,431	35.661
Total		<u>3,172,016,232</u>	<u>100.000</u>	<u>3,349,288,959</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 after the Conversion.
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 66,453,441 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, 17 November 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.*