

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

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

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Unity Enterprise Holdings Limited
盈滙企業控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 2195)

- (1) GENERAL MANDATES TO ISSUE SHARES AND
REPURCHASE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of **Unity Enterprise Holdings Limited** to be held at Unit 1002, 10/F., Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon on 21 June 2024 (Friday) at 11:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the annual general meeting is enclosed.

If you are not 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 branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 (as the case may be). Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting or any adjournment thereof should you so wish.

26 April 2024

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DEFINITIONS

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

“AGM Notice”	the notice for convening the Annual General Meeting set out on pages 15 to 18 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Unit 1002, 10/F., Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon on 21 June 2024 (Friday) at 11:00 a.m. or any adjournment thereof
“Annual Report”	annual report of the Company in respect of the year ended 31 December 2023
“Articles of Association” or “Articles”	the articles of association of the Company, as amended from time to time
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors of the Company
“Company”	Unity Enterprise Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange
“Companies Act”	The Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Core Connected person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to allot, issue and deal with the Shares not exceeding 20% of the issued share capital of the Company at the date of the passing of the relevant resolution granting such mandate in accordance with the terms set out in Ordinary Resolution No. 4 in the AGM Notice

DEFINITIONS

“Latest Practicable Date”	16 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the power of the Company to repurchase Shares up to 10% of the issued share capital of the Company at the date of the passing of the relevant resolution granting such mandate in accordance with the terms as set out in Ordinary Resolution No. 5 in the Notice of AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent

LETTER FROM THE BOARD

Unity Enterprise Holdings Limited

盈滙企業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2195)

Executive Director:

Mr. Chan Leung (*Chairman and Chief Executive Officer*)

Independent non-executive Directors:

Mr. Mak Alexander

Ms. Chan Mei Wah

Mr. Wu Hak Ping

Registered Office:

71 Fort Street,
PO Box 500, George Town,
Grand Cayman KY1-1106,
Cayman Islands

Principal place of Business

in Hong Kong:
Unit 1002, 10/F.,
Billion Trade Centre,
31 Hung To Road,
Kwun Tong,
Kowloon

26 April 2024

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE SHARES
AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the Annual General Meeting, resolutions will be proposed, among other matters:

- (a) to grant the Issue Mandate to the Directors;
- (b) to grant the Repurchase Mandate to the Directors;
- (c) to increase the number of Shares to be allotted and issued under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate; and
- (d) to re-elect Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information in relation to the resolutions to be proposed at the Annual General Meeting for the grant of the Issue Mandate and the Repurchase Mandate and the re-election of retiring Directors and to give you the notice of the Annual General Meeting.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

The Company's existing mandates to issue and repurchase Shares were approved by its then Shareholder on 21 June 2023. Unless otherwise renewed, the existing mandates to issue and repurchase Shares will lapse at the conclusion of the Annual General Meeting. It was therefore proposed that ordinary resolutions be proposed at the Annual General Meeting to grant to the Directors the Issue Mandate which shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the relevant resolution and the Repurchase Mandate which shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the relevant resolution.

As at the Latest Practicable Date, a total of 1,000,000,000 Shares were in issue. Subject to the passing of the relevant resolutions, the Company will be allowed to allot and issue up to a maximum of 200,000,000 new Shares, being 20% of the number of issued Shares of the Company as at the Latest Practicable Date and repurchase a maximum of 100,000,000 Shares, being 10% of the number of issued Shares of the Company as at the Latest Practicable Date on the assumption that there will be no change in the number of the issued share capital prior to the Annual General Meeting.

Subject to the relevant resolutions being passed at the Annual General Meeting, the Issue Mandate and the Repurchase Mandate shall be valid from the date of passing the resolutions until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws in the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking, varying or renewing the authority given to the Directors.

Under the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to approve the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules to be included in this circular is set out in Appendix I of this circular.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, the Board consisted of four Directors, namely Mr. Chan Leung, being the executive Director; Mr. Mak Alexander, Ms. Chan Mei Wah and Mr. Wu Hak Ping, being the independent non-executive Directors.

According to Article 108(a) of the Articles of Association, at each annual general meeting one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. Article 108(b) of the Articles of Association further provides that the Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Accordingly, Ms. Chan Mei Wah and Mr. Wu Hak Ping will retire from office by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election as the independent non-executive Directors. None of the independent non-executive Directors had served more than nine years as at the Latest Practicable Date.

RECOMMENDATION OF THE NOMINATION COMMITTEE

The nomination committee of the Board (the “**Nomination Committee**”) had reviewed the composition of the Board and recommended Ms. Chan Mei Wah and Mr. Wu Hak Ping to the Board for it to recommend to Shareholders for re-election at the Annual General Meeting. The recommendations were made in accordance with the nomination policy and the objective criteria (including but not limited to gender, age, educational background, ethnicity, professional experience, skills and knowledge), with due regard for the benefits of diversity, as set out under the board diversity policy of the Company.

The Nomination Committee had also taken into account the respective contributions of Ms. Chan Mei Wah and Mr. Wu Hak Ping to the Board and their commitment to their roles. The Nomination Committee was satisfied with the independence of Ms. Chan Mei Wah and Mr. Wu Hak Ping having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

Ms. Chan Mei Wah and Mr. Wu Hak Ping, who are proposed to be re-elected as independent non-executive Directors of the Company, confirmed to the Company that they did not, as at the Latest Practicable Date, hold seven or more directorships in any listed companies. The biographical background of Ms. Chan Mei Wah and Mr. Wu Hak Ping are more particularly set out in Appendix II of this circular.

LETTER FROM THE BOARD

The Board accepted the Nomination Committee's nominations and recommended Ms. Chan Mei Wah and Mr. Wu Hak Ping to stand for re-election by Shareholders at the AGM. Ms. Chan Mei Wah and Mr. Wu Hak Ping abstained from the discussion and voting at the Board meeting regarding their respective nominations. The Board considers that the re-election of Ms. Chan Mei Wah and Mr. Wu Hak Ping as Directors is in the best interest of the Company and Shareholders as a whole. Further information about the Board's composition and diversity (including their gender, age, expertise, skills and qualifications) and Directors' attendance record at Board and the committee meetings are disclosed in the corporate governance report of the 2023 annual report of the Company.

Save as disclosed above and in Appendix II in relation to the re-election of Directors, there is no other matters which needs to be brought to the attention of the Shareholders.

RE-APPOINTMENT OF THE AUDITORS

CWK CPA Limited will retire as the auditors of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Board, proposed to re-appoint CWK CPA Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 18 June 2024 (Tuesday) to 21 June 2024 (Friday) (both dates inclusive), during which no transfer of the Shares will be effected. In order to be entitled to attend and vote at the AGM, all completed share transfer instruments accompanied by the relevant share certificates shall be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 17 June 2024 (Monday) for registration of the relevant transfer.

VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the Annual General Meeting must be taken by poll except where the chairman, 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, the chairman of the Company will exercise his right as chairman of the Annual General Meeting under the Articles of Association to demand a poll on each of the resolutions to be proposed at the Annual General Meeting unless the abovementioned reason arises.

At the conclusion of the AGM, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.hongdau.com.hk as prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors believe that the proposed grant of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate, the proposed re-election of Directors and the re-appointment of auditors 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 above resolutions to be proposed at the Annual General Meeting.

PROXY FORM

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not the Shareholders are able to attend the meeting, you are requested to complete and return the enclosed form of proxy to the office of the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof (as the case may be). Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof (as the case may be).

Yours faithfully,
By Order of the Board
Unity Enterprise Holdings Limited
Chan Leung
Chairman and Executive Director

This Appendix serves as an explanatory statement, as required by Rule 10.06(1)(b) of the 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 in relation to the Repurchase Mandate.

1. REPURCHASE OF SHARES FROM CONNECTED PARTIES

The Listing Rules prohibit a company from knowingly purchasing shares on the Stock Exchange from a “connected person”, (as defined in the Listing Rules) and a connected person is prohibited from knowingly selling his/her/its securities to the company.

No connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

2. SHARE CAPITAL

As at the Latest Practicable Date, a total of 1,000,000,000 shares were in issue and fully paid. Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 100,000,000 Shares, representing 10% of the total number of the issued Shares as at the Latest Practicable Date during the period up to (i) the conclusion of the next Annual General Meeting; 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 any applicable law of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

3. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases will be made out of funds of the Company legally permitted to be utilized in this connection, including profits of the Company or out of a fresh issue of Shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of the capital of the Company and, in the case of any premium payable on the repurchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law, out of capital of the Company.

5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Group compared with that as at 31 December 2023, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Group.

6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	0.120	0.066
May	0.104	0.062
June	0.104	0.074
July	0.106	0.075
August	0.475	0.076
September	0.780	0.350
October	0.600	0.175
November	0.325	0.169
December	0.230	0.155
2024		
January	0.246	0.166
February	0.180	0.155
March	0.172	0.125
April (up to the Latest Practicable Date)	0.175	0.105

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and all applicable laws of the Cayman Islands. Neither the explanatory statement on the Repurchase Mandate nor the proposed Share repurchase has any unusual features.

8. DIRECTORS AND THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquires, any of their close associates, has any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Company is authorised to make repurchases of the Shares.

9. EFFECT OF THE TAKEOVERS CODE

If as a result of the repurchase by the Company, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date prior to printing of this circular, to the best knowledge and belief of the Directors, the following parties were directly or indirectly interested in 5% or more of the issued share capital of the Company:

Name	Number of shares	Shareholding percentage
Harvest Land Company Limited (<i>Note 1</i>)	525,000,000	52.5%
Mr. Yeung Wing Sun (<i>Note 2</i>)	525,000,000	52.5%
Ms. Yu So Yin (<i>Note 3</i>)	525,000,000	52.5%

Notes:

1. Harvest Land Company Limited is a company incorporated in the British Virgin Islands and wholly-owned by Mr. Yeung Wing Sun, the Chairman and Executive Director of the Company.
2. By virtue of the SFO, Mr. Yeung Wing Sun is deemed to be interested in the same number of Shares held by Harvest Land Company Limited.
3. Ms. Yu So Yin is the spouse of Mr. Yeung Wing Sun. Under the SFO, Ms. Yu So Yin is deemed to be interested in the same number of Shares in which Mr. Yeung Wing Sun is interested.

In the event that the Directors should exercise in full the power to repurchase shares which is proposed to be granted pursuant to the resolution to be proposed at the Annual General Meeting, the shareholding of Harvest Land Company Limited in the Company would be increased from 52.5% to approximately 58.3% of the issued share capital of the Company. The Directors are not aware of any consequences which may arise under the Takeovers Code as a result of such purchase made under the Repurchase Mandate. The Directors do not propose to exercise the Repurchase Mandate if the repurchase will result in the number of shares which are in the hands of the public being reduced to less than 25%.

10. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

11. STATUS OF REPURCHASED SHARES

The listing of all Shares which are repurchased by the Company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon repurchase. The Company shall ensure that the documents of title of the repurchased Shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such repurchase.

The details of the Directors who will retire from office by rotation at the Annual General Meeting and being eligible, will offer themselves for re-election at the Annual General Meeting, are set out below:

Ms. Chan Mei Wah (陳美樺小姐) (formerly known as Ms. Chan Kit Fun (陳潔芬小姐)) (“**Ms. Chan**”), aged 55, was appointed as an independent non-executive Director on 15 March 2021. She is also a chairperson of the Audit Committee of the Board and a member of each of Remuneration Committee and Nomination Committee of the Board. Ms. Chan has been in the field of accounting for over 25 years.

Ms. Chan joined Li, Tang, Chen & Co. in August 1992 and left in July 2010 as a senior audit manager. She was a senior audit manager of Moore Stephens Associates Limited from December 2010 to July 2011. Ms. Chan has been a director of SAA Corporate Services Limited (formerly known as King Charter Development Limited) and SAA CPA Limited since May 2011 and October 2011, respectively.

Ms. Chan graduated from City University of Hong Kong with a bachelor’s degree of arts in accountancy in November 1992. She has been an associate of the Hong Kong Institute of Certified Public Accountants (formerly known as the Hong Kong Society of Accountants) since June 1997.

Ms. Chan has signed a letter of appointment with the Company for a term of one year commencing 31 March 2021 (subject to retirement by rotation and re-election in accordance with the Articles of Association). Such letter may be terminated by not less than three month’s notice in writing served by either party on the other. Ms. Chan is subject to the provisions of retirement by rotation and re-election at the Annual General Meeting of the Company under the Articles of Association of the Company. Ms. Chan is entitled to a director’s fee of HK\$120,000 per annum which is determined with reference to the prevailing market practice, the Company’s remuneration policy, her duties and responsibilities of the Company. No other emoluments will be entitled by Ms. Chan.

Save as disclosed above, as at the Latest Practicable Date, Ms. Chan does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

The Company received from Ms. Chan a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and that Ms. Chan does not have any management role in the Group and she has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. In addition to Ms. Chan's professional experience, the Board believes that the re-election of Ms. Chan will make the Board to continue the benefit and considers her to be independent.

Save as disclosed above, there is no other information that should be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Ms. Chan that need to be brought to the attention of the Shareholders.

Mr. Wu Hak Ping (胡克平先生) (“Mr. Wu”), aged 60, was appointed as an independent non-executive Director on 15 March 2021. He is also a chairman of Nomination Committee of the Board and a member of each of Audit Committee and Remuneration Committee. Mr. Wu has over 30 years of experience in the field of engineering.

Mr. Wu joined Wormald Engineering Services Limited as electrical engineer in June 1989 and left as an electrical manager in July 1993. He then joined Meinhardt (M&E) Limited as residential engineer from November 1993 to April 1997 and joined Notifier Pacific Rim as regional sales manager in April 1997. Mr. Wu was a director of Martech Building Consultants Limited, a company engaging in the provision of building renovation consultancy services, from January 2003 to May 2008, of Mak Tai Construction & Engineering Limited, a building renovation contractor, from February 2005 to September 2006 and of Diploma Construction Limited, a building contractor, from July 2006 to November 2010, respectively. Since December 2012 and May 2015, respectively, Mr. Wu has been a director and the chief executive officer of Modern Testing Consultants Limited, a company engaging in the provision of building consultancy services. Mr. Wu has also been a director of Nixon Wu Engineering Consultant Limited, a company engaging in the provision of building consultancy services, since July 2015.

Mr. Wu graduated from The Queen's University of Belfast in Northern Ireland, the United Kingdom with a bachelor's degree of electrical and electronic engineering in July 1989 and further obtained a bachelor's degree of fire engineering from The University of Central Lancashire in the United Kingdom in September 1997 through a distance learning programme. Mr. Wu has become a member of the Institute of Energy and a chartered engineer of the Engineering Council in the United Kingdom since April 1999 and May 1999, respectively. He has been admitted as a member of the Hong Kong Institute of Engineers since November 2012. He has also become a level-II certified infrared thermographer of the Infrasppection Institute since March 2019. He is currently a registered professional engineer of the Engineers Registration Board.

Mr. Wu has signed a letter of appointment with the Company for a term of one year commencing 31 March 2021 (subject to retirement by rotation and re-election in accordance with the Articles of Association). Such letter may be terminated by not less than three month's notice in writing served by either party on the other. Mr. Wu is subject to the provisions of retirement by rotation and re-election at the Annual General Meeting of the Company under the Articles of Association of the Company. Mr. Wu is entitled to a director's fee of HK\$120,000 per annum which is determined with reference to the prevailing market practice, the Company's remuneration policy, his duties and responsibilities of the Company. No other emoluments will be entitled by Mr. Wu.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wu does not (i) hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) hold any other position with the Company and other members of the Group; (iii) hold any other major appointments and professional qualifications; (iv) have any other interests in the Shares within the meaning of Part XV of the SFO; or (v) have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

The Company received from Mr. Wu a confirmation of independence pursuant to Rule 3.13 of the Listing Rules and that Mr. Wu does not have any management role in the Group and he has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. In addition to Mr. Wu's professional experience, the Board believes that the re-election of Mr. Wu will make the Board to continue the benefit and considers him to be independent.

Save as disclosed above, there is no other information that should be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. Wu that need to be brought to the attention of the shareholders.

NOTICE OF ANNUAL GENERAL MEETING

Unity Enterprise Holdings Limited

盈滙企業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2195)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Unity Enterprise Holdings Limited (the “**Company**”) will be held at Unit 1002, 10/F., Billion Trade Centre, 31 Hung To Road, Kwun Tong, Kowloon on 21 June 2024 (Friday) at 11:00 a.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements for the year ended 31 December 2023 together with the reports of the directors and auditors thereon;
2. (A) To re-elect Ms. Chan Mei Wah and Mr. Wu Hak Ping as independent non-executive directors of the Company;

(B) To authorise the board of directors (the “**Board**”) to fix the directors’ remuneration.
3. To re-appoint CWK CPA Limited as the auditor of the Company and to authorise the Board to fix their remuneration;

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

4. “**THAT:**
 - (a) subject to paragraph (c) below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities convertible into shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures and other securities convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted for the grant to employees (including Directors) of the Company and/or any of its subsidiaries of the rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangements providing for the allotment of shares in the Company 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 in force from time to time, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said 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 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 in the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution; and

“**Rights Issue**” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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).”;

5. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (“**the Stock Exchange**”) or on any other stock exchange on which shares of the Company may be listed and recognized by the Securities and Futures Commission or the Stock Exchange for this purpose, subject to and in

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accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby generally and unconditionally approved;

- (b) the aggregate nominal amount of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly; and
 - (c) for the purpose 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 in the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking, varying or renewing the authority given to the Directors by this resolution.”
6. “**THAT** subject to the ordinary resolutions nos. 4 and 5 above being duly passed, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with unissued Shares pursuant to resolution no. 4 above be and is hereby extended by the addition thereon of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued Shares on the date of the passing of resolution no. 5.”.

By Order of the Board
Unity Enterprise Holdings Limited
Leung Sau Fong
Company Secretary

Hong Kong, 26 April 2024

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Notes:

1. A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote on his/her behalf. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority must be deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 (as the case may be).
3. The register of members of the Company will be closed as follow:

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 18 June 2024 (Tuesday) to 21 June 2024 (Friday) (both days inclusive), during which time no transfer of shares will be effected. To ensure that shareholders are entitled to attend and vote at the Annual General Meeting, shareholders must deliver their duly stamped instruments of transfer, accompanied by the relevant share certificates, to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, located at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on 17 June 2024 (Monday) for registration of the relevant transfer.