



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)

Number of shares to which this form of proxy relates ^(Note 1)	
--	--

REVISED FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 15 JUNE 2023 (AND AT ANY ADJOURNMENT THEREOF)

I/We ^(Note 2) _____ of _____ being the registered holder(s) of ^(Note 1) _____ shares of HK\$0.01 each in the share capital of Unity Group Holdings International Limited 知行集團控股國際有限公司 (the "Company") hereby appoint the Chairman of the meeting ^(Note 3) or _____ of _____ as my/our proxy to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting (the "EGM") of the Company to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Thursday, 15 June 2023 at 10:30 a.m. (and at any adjournment thereof).

Please tick ("✓") in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

	ORDINARY RESOLUTIONS	FOR ^(Note 4)	AGAINST ^(Note 4)
1.	To confirm and approve the grant of 23,856,680 share options to Mr. Wong Man Fai Mansfield, an executive director, chief executive officer and substantial shareholder of the Company, under the share option scheme adopted by the Company on 5 March 2015 (which was amended on 26 October 2016) to subscribe for 23,856,680 ordinary shares in the share capital of the Company at the exercise price of HK\$0.139 per share and on the terms and conditions set out in the circular to the shareholders of the Company dated 23 May 2023, and to authorise any one Director of the Company to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.		
2.	To confirm and approve the Dragon Founder's Settlement Agreement and the Dragon Founder's Specific Mandate (details of the resolutions are contained in resolution no. 2 of the notice convening the EGM).		
3.	To confirm and approve the Mr. Lam's Settlement Agreement and the Mr. Lam's Specific Mandate (details of the resolutions are contained in resolution no. 3 of the notice convening the EGM).		
4.	To confirm and approve the Mr. Wong's Settlement Agreement and the Mr. Wong's Specific Mandate (details of the resolutions are contained in resolution no. 4 of the notice convening the EGM).		

Date: _____ 2023

Signature(s) ^(Note 6) _____

Notes:

- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "AGAINST".** If no direction is given, your proxy will vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
The full text of the resolution is set out in the notice of the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a certified copy thereof, must be delivered to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 10:30 a.m. (Hong Kong time) on Tuesday, 13 June 2023 (or if the EGM is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned EGM) (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.