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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)

**COMPLETION OF THE REGISTRATION OF PIN IN
RELATION TO CARBON CREDITS ENTITLEMENT
&
PROPOSED ISSUE OF
RMB200 MILLION CLIMATE SUKUK**

FINANCIAL ADVISER



TEK SECURITIES

This announcement is made by Unity Group Holdings International Limited pursuant to Rule 13.09 of the Listing Rules and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company is pleased to announce that the Group has completed the vetting by the Climate Adviser into, inter alia, the EMC business, and Unity Green Development was subsequently granted the PIN. Upon the completion of the Project Review at the satisfaction of Verra, Carbon Credits associated with the EMC business globally deployed by the Group that follows the approved protocol would be recognised and accredited to the Group.

For every tonne of verified CO₂ potentially saved by adopting the EMC business by the clients of the Group, Unity Green Development would be accredited to 1 unit of Carbon Credit. Carbon Credits are tradable on recognised trading platforms for cash.

Under numerous jurisdictions, there are statutory requirements for business enterprises to purchase Carbon Credits to offset their CO₂ or other greenhouse gases emissions. Failure of which would be subject to a payment in accordance with the applicable laws and regulations, commonly known as “carbon tax”. Based on the available information obtained by the Group, subject to further study, carbon tax would be charged by the Government of Singapore at S\$45 per tonne from 2026, and each Carbon Credit is currently trading at approximately €73 in Europe. As such, the Carbon Credits to be received by the Group represent an addendum assets generated by the EMC business, without any additional production costs. Currently the Group expects to receive the relevant Carbon Credits from the EMC business for an initial period of 10 years from the date of deployment of the relevant EMC business, subject to a renewal for a further 10 years and thereof. Pursuant to the best estimates of the Group, based on the recognised deployed EMC business, the Group is currently expected to be accredited with approximately 42,400 tonnes of Carbon Credits per year. It is expected that future deployments in the EMC business would generating further accreditation of Carbon Credits to the Group.

Furthermore, Unity Labuan has appointed Tek Securities as its financial adviser in relation to the proposed issue of private Climate Sukuk in Labuan which is endorsed by Labuan FSA with a face value of RMB200,000,000 by Unity Labuan. The use of proceeds from the issue is to finance the development of the EMC business.

Sukuk is a financial instrument that is based on the principles of Islamic finance, which is construed and governed by, inter alia, Islamic Shariah Laws. A Shariah Advisor will be appointed for governance and monitoring purposes. The Climate Sukuk combines the principle of Islamic finance with the objectives of climate action and sustainable development, addressing climate change through innovative financing solutions. It has a fixed rate of Paid-in-Payment, and the face value of the Climate Sukuk shall be repaid upon maturity.

The Group expects that the fulfillment of Paid-in-Payment would be satisfied in Carbon Credits based on the prevailing open market rates, and the repayment of face value would also be satisfied by Carbon Credits based on the prevailing open market rates, and the shortfall thereof shall be covered in cash, if any. Hence, the arrangements represent the principal mechanism under the Climate Sukuk.

Upon the completion of the issue of the Climate Sukuk, to the best of the knowledge of the Company after reasonable study, the Climate Sukuk would be the world's first ever financial instrument to utilise the Carbon Credits generated by the application of the proceeds from the issue of Climate Sukuk to fulfil the obligations of Paid-In-Payment and repayment of face value, in whole or in part, as the case may be. The implication of the Climate Sukuk is to generate a regenerative financing system that would be self sustaining based on the value of Carbon Credits created by the application of the proceeds from the issue of the Sukuk. As such, it would rely less on, or even without the need of, revenue dependent external financing to support the deployment of energy saving initiatives. Where in the case of the Group, less reliance on or even without the need of revenue generated from the EMC business to support the capital expenditure under the aforesaid business.

The proposed issue of Climate Sukuk is organised by Labuan FSA and would have a term of 5 years, subject to finalisation. Pursuant to the applicable Shariah Laws and regulations, collaterals are required for the issue of Sukuk. Subject to further advice by the advisor on Shariah Laws, Tek Securities and Labuan FSA, and finalisation of the terms of issue, the Climate Sukuk would be secured by, inter alia; 1) the applicable Carbon Credits generated by the EMC business that is financed by the proceeds from the Climate Sukuk; and 2) the existing energy saving light tubes designed and owned by the Group, which are currently deployed in the EMC business. The obligation of the Paid-In-Payment and the repayment of the face value of the Climate Sukuk would also be guaranteed by the Company.

The Climate Sukuk will not be distributed in Hong Kong. The Climate Sukuk will not be listed on any exchanges. The Group is currently finalising the details of the issue of the Climate Sukuk, inter alia, details of collateral and the Paid-in-Payment. Further announcements will be made as and when appropriate.

The issue of the Climate Sukuk may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares and other securities of the Company.

DEFINITIONS

Unless the context requires otherwise, the following terms have the following meaning in the announcement:

“Carbon Credit(s)”	permit(s) that allow the owner of the credit to emit a certain amount of CO ₂ or other greenhouse gases;
“Climate Adviser”	Tek Securities Limited;
“Climate Sukuk”	the Sukuk that is proposed to be issued by Unity Labuan in the amount of RMB200,000,000, where inter alia, payment of Paid-In-Payment and repayment of face value in terms of Carbon Credits, in whole or in part;
“Company”	Unity Group Holdings International Limited 知行集團控股國際有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited with the stock code 1539;
“CO ₂ ”	Carbon Dioxide gas;
“EMC”	energy-management-contract of lighting units of the Group;
“ESG”	Environmental, Social, and Governance;
“Group”	the Company and its subsidiaries from time to time;
“Labuan”	The Federal Territory of Labuan, Malaysia, Labuan is the first offshore financial centre in Malaysia;
“Labuan FSA”	Labuan Financial Services Authority, the statutory financial regulator of Labuan under the Labuan Financial Services and Securities Act (2010);

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time;
“Paid-in-Payment”	a fixed rate of annual return on the face value of the Sukuk;
“PIN”	Project-Idea-Note;
“Project Review”	represents the process that an agent to be appointed by Verra to confirm and validate, inter alia, the EMC business that reductions or removals of CO2 have occurred;
“RMB”	Renminbi, the lawful currency of the People’s Republic of China;
“Singapore”	Republic of Singapore;
“Shariah Law”	Islamic canonical law based on the teachings of the Koran and the traditions of the Prophet (Hadith and Sunna);
“SPV”	Special-Purpose-Vehicle;
“Sukuk”	Islamic financial certificates that adhere to Shariah principles, involve selling certificates to investors, who then gain partial ownership in an asset purchased with those funds, which require the issuer commits to buying back these certificates at a predetermined future date at face value and provide a return;
“S\$”	Singapore dollars, the lawful currency of Singapore;
“Tek Securities”	Tek Securities Limited, a Malaysian offshore securities company with a full Labuan commercial securities license granted by the Labuan FSA, whose principal activities includes, inter alia, Corporate Finance advisory, ESG Finance, and ESG Sustainability Advisory, the financial adviser of Unity Labuan in relation to the issue of the Climate Sukuk and the Climate Adviser to the Group;

“Unity Green Development”	Unity Green Development (H.K.) Limited, a company incorporated in Hong Kong with limited liabilities, an indirectly wholly owned subsidiary of the Company, a SPV designated by the Group to collect the Carbon Credits;
“Unity Labuan”	Synergy Energy Saving Company Limited, a company incorporated in Labuan with limited liabilities, an indirectly wholly owned subsidiary of the Company, a SPV used to issue the Climate Sukuk;
“Verra”	an independent non-profit organisation that operates standards in environmental and social markets, including the leading carbon crediting programme – the Verified Carbon Standard Program;
“€”	Euros, the lawful currency of the European Union

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

Hong Kong, 27 August 2025

As at the date of this announcement, the executive director of the Company is Mr. Wong Man Fai Mansfield; the non-executive directors of the Company are Mr. Tsang Sze Wai Claudius and Ms. Cai Linda Xin Xin; 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.

The English version of this announcement shall prevail if there is any inconsistency or ambiguity between the contents of the English version and Chinese version of this announcement.