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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)**

### **ADOPTION OF SHARE AWARD SCHEME**

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The Board is pleased to announce that on 27 February 2026, the Company adopted the Share Award Scheme, which shall be solely funded by existing Shares.

The following is a summary of the principal terms of the Share Award Scheme.

#### **Purpose**

The purpose of the Share Award Scheme is (i) to recognise the contributions by certain Eligible Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

#### **Eligible Participants**

Eligible Participants under the Share Award Scheme include any employee, officer or director of any member of the Group.

### **Duration and termination**

Subject to any early termination as may be determined by the Board pursuant to the Share Award Scheme, the Share Award Scheme shall be valid and effective for a term of 10 years commencing on the Adoption Date.

The Share Award Scheme shall terminate on the earlier of (i) the tenth (10) anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the Board by a resolution of the Board, provided that such termination shall not affect any subsisting rights of any Selected Participant under the Share Award Scheme.

### **Administration and operation**

#### ***Contribution to the Trust***

The Board may from time to time cause to be paid a Contributed Amount to the Trust by way of settlement or otherwise contributed by the Company, any subsidiary of the Company, any Significant Shareholder or any party designated by the Company as directed by the Board which shall constitute part of the Trust Fund, for the purchase of Shares and other purposes set out in the Share Award Scheme and the Trust Deed.

Subject to prior written direction and/or consent of the Board, the Trustee may accept Shares transferred, gifted, assigned, or conveyed to the Trust from any Significant Shareholder or any party designated by the Company from time to time in such number as such Significant Shareholder or such party designated by the Company may at their sole discretion determine, which shall constitute part of the Trust Fund.

The Trustee shall administer the Shares in the same manner in accordance with the Trust Deed and the Share Award Scheme regardless whether they are purchased or otherwise acquired by the Trust or transferred, gifted, assigned, or conveyed to the Trust.

#### ***Dealing in Shares by the Trustee***

The Board shall determine the number of Shares to purchase and, prior to the intended purchase, cause to be paid to the Trustee a Contributed Amount sufficient for the Trustee to complete the intended purchase unless it is determined by the Trustee that the residual cash then held by the Trustee is sufficient to complete the intended purchase.

On each occasion when the Board instructs the Trustee to purchase Shares on the Stock Exchange, it shall specify the maximum amount of funds to be used and the range of prices at which such Shares are to be purchased. The Trustee may not incur more than the maximum amount of funds or purchase any Shares at a price falling outside the range of prices so specified unless with the prior written consent of the Board.

### ***Grant of Awards***

The Board may, from time to time, subject to the provisions of the Share Award Scheme, select any Eligible Participant (other than any Excluded Participant) for participation in the Share Award Scheme as a Selected Participant, and grant such number of Awarded Shares to any Selected Participant at nil consideration and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

Subject to the provisions of the Share Award Scheme, the Board may from time to time instruct the Trustee in writing to purchase Shares on the Stock Exchange or accept and receive a specified number of Shares from any Significant Shareholder or any party designated by the Company.

Where any grant of Awarded Shares is proposed to be made to any Selected Participant who is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates, such grant must be approved by the independent non-executive Directors (excluding any independent non-executive Director who or whose associate is the Selected Participant of the Awarded Shares). Such requirements do not apply where the Selected Participant is only a proposed Director or proposed chief executive of the Company.

In determining the number of Awarded Shares to be granted to any Selected Participant (excluding any Excluded Participant), the Board shall take into consideration matters including, but without limitation to (i) the present contribution and expected contribution of the relevant Selected Participant to the profits of the Group; (ii) the general financial condition of the Group; (iii) the Group's overall business objectives and future development plan; and (iv) any other matters which the Board considers relevant.

### ***Vesting of Awarded Shares***

Subject to the terms and conditions of the Share Award Scheme and the fulfillment of all vesting conditions to the vesting of the Awarded Shares on such Selected Participant as specified in the Share Award Scheme and the relevant grant instrument, the respective Awarded Shares held by the Trustee on behalf of the Selected Participant shall vest in such Selected Participant in accordance with the applicable vesting schedule, and the Trustee shall cause the Awarded Shares to be transferred to such Selected Participant in accordance with the terms of the Share Award Scheme.

### ***Restrictions***

No Award shall be made by the Board and no instructions to acquire any Shares shall be given to the Trustee under the Share Award Scheme where dealings in the Shares are prohibited under any code or requirement of the Listing Rules, including but not limited to the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules, and all applicable laws from time to time.

### ***Voting rights and entitlements***

The Trustee shall abstain from exercising the voting rights in respect of any Shares held directly or indirectly by it under the Trust (if any).

A Selected Participant shall not have any interest or rights (including the right to receive dividends) in the Awarded Shares prior to the Vesting Date.

### **Scheme limit and individual limit**

The maximum number of Shares which may be granted under the Share Award Scheme, and the options and awards to be granted under any other Share Scheme(s) shall not in aggregate exceed 10% of the number of Shares in issue (excluding Treasury Shares, if any) as at the Adoption Date.

Any grant of awards in excess of the 1% Individual Limit must be separately approved by the Shareholders in general meeting with such Selected Participant and his close associates (or his associates if the Selected Participant is a connected person of the Company) abstaining from voting. The number and terms of awards to be granted to such grantee must be fixed before Shareholders' approval.

## **LISTING RULES IMPLICATIONS**

The Share Award Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, the Share Award Scheme does not constitute a scheme involving the issue of new shares as referred to Chapter 17 of the Listing Rules. Therefore, the adoption of the Share Award Scheme is not subject to Shareholders' approval.

## **DEFINITIONS**

“1% Individual Limit”	the limit that the maximum number of Shares which may be allotted and issued in respect of all options and awards granted under the Share Scheme(s) to an individual participant shall not exceed 1% of the issued share capital of the Company in any 12-month period;
“Adoption Date”	27 February 2026, being the date of adoption of the Share Award Scheme by the Company;
“associate(s)”	shall bear the meaning as defined in the Listing Rules;
“Award(s)”	an award of the Awarded Shares (and/or Shares and/or cash representing any income, proceeds or distributions derived from or in respect of the Awarded Shares, where applicable) by the Board to a Selected Participant in accordance with the Share Award Scheme;
“Awarded Share(s)”	in respect of a Selected Participant, such number of Shares as awarded by the Board;
“Board”	the board of Directors;
“close associate(s)”	shall bear the meaning as defined in the Listing Rules;
“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;

“Contributed Amount”	cash paid or made available to the Trust by way of settlement or otherwise contributed by the Company, any subsidiary of the Company, any Significant Shareholder, and/or any party designated by the Company as permitted under the Share Award Scheme to the Trust as determined by the Board from time to time;
“connected person(s)”	shall bear the meaning as defined in the Listing Rules;
“Director(s)”	the directors of the Company;
“Eligible Participant(s)”	in the context of the Share Award Scheme, means any employee, officer or director of any member of the Group;
“Excluded Participant”	any Eligible Participant who is resident in a place where the grant of an Award and/or the vesting and transfer of the Awarded Shares (and/or Shares and/or cash representing any income, proceeds or distributions derived from or in respect of the Awarded Shares, where applicable) pursuant to the terms of the Share Award Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the Trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Eligible Participant;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
“Selected Participant(s)”	Eligible Participant(s) selected by the Board pursuant to the Share Award Scheme for participation in the Share Award Scheme (or in the case of a Selected Participant, his legal personal representative or lawful successor as the case may be);

“Share(s)”	ordinary share(s) of par value HK\$0.01 each in the capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Share Award Scheme”	the share award scheme adopted by the Company on 27 February 2026, the principal terms of which are set out in this announcement;
“Share Scheme(s)”	share option schemes and/or share award schemes adopted and to be adopted by the Company from time to time, including the share option scheme adopted on 5 March 2015 (as amended), the share option scheme adopted on 1 November 2024 and the Share Award Scheme
“Significant Shareholder”	a person who has beneficial ownership of over 5% of the issued share capital of the Company, or control over 5% of the voting powers of the Company, whether directly or indirectly;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder(s)”	shall bear the meaning as defined in the Listing Rules;
“Trust”	the trust constituted by the Trust Deed;
“Trustee”	Canadas Assets Management Limited, a licensed corporation to carry out Type 1 (Dealing in Securities), Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Trust Deed”	the trust deed dated 27 February 2026 and entered into between the Company and the Trustee;
“Trust Fund”	the funds and properties held directly or indirectly under the Trust and managed by the Trustee for the benefit of the Selected Participants (other than the Excluded Participants); and

“Vesting Date” in respect of a Selected Participant, the date on which his entitlement to the relevant Award is vested in accordance with the Share Award Scheme and the relevant grant instrument.

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

Hong Kong, 27 February 2026

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