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 ISSUE OF CONVERTIBLE BONDS
&
PARTIAL CONVERSION OF FINAL BATCH CB

Reference is made to the announcements dated 9 June 2023, 12 June 2023, 24 July 2023, 21 August 2023, 29 September 2023 and 18 May 2026 (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 proposed issue of Convertible Bonds under the Specific Mandate. Terms used herein shall have the same meanings as those defined in the Announcements unless the contents hereby require otherwise.

COMPLETION OF ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that on 24 July 2026 Convertible Bonds in the aggregate principal amount of USD 4,500,000 ("**Final Batch CB**") have been issued to a nominee (the "**Final Investor**") of the Subscriber in accordance with the terms and conditions thereof. The Final Batch CB represents the remaining portion of the Second Batch CB. As a result, the issue of the Second Batch CB is completed, which resulted in the completion of the issue of the Convertible Bonds as a whole.

PARTIAL CONVERSION OF FINAL BATCH CB

Furthermore, after the completion on the issue of the Final Batch CB, on 24 July 2026 the Company received a conversion notice from the Final Investor in respect of the exercise of the Conversion Rights attached to the Final Batch CB with the principal amount of US$4,000,000 at the initial conversion price of HK$0.33 per Ordinary Share. As a result, the Company will allot and issue 94,545,454 Conversion Shares to the Final Investor accordingly (the "**July Conversion**"), which will rank pari passu in all respects among themselves and with all other existing Ordinary Shares in issue.

The 94,545,454 Conversion Shares represent approximately 2.745% of the total issued Ordinary Shares of the Company before the July Conversion and approximately 2.672% of the total issued Ordinary Shares of the Company as enlarged by the allotment and issue of the 94,545,454 Conversion Shares upon the July Conversion.

The Final Batch CB with the principal amount of US$500,000 remains unconverted as at the date of this announcement, resulting in the principal amount of US$1,000,000 of the Convertible Bonds remain unconverted in aggregate as at the date of this announcement.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

For illustration purpose only, the shareholding structure of the Company (i) as at the date of completion of the Final Batch CB prior to the July Conversion; (ii) immediately upon July Conversion; and (iii) immediately upon full conversion of the Convertible Bonds (assuming that there is no other change in the issued share capital of the Company between the date of completion of the July Conversion and the full conversion of the Convertible Bonds) are as follows:

Name of Shareholders		**As at the date of the completion of the Final Batch CB prior to the July Conversion**		**Immediately upon July Conversion** *(Note 1)*		**Immediately after full conversion of the Convertible Bonds** *(Note 1)*	
	Note	*No. of Shares*	*Approx. %*	*No. of Shares*	*Approx. %*	*No. of Shares*	*Approx. %*
Abundance Development Limited	2	1,826,025,360	53.019	1,826,025,360	51.602	1,826,025,360	51.260
Mr. Wong	3	94,274,121	2.737	94,274,121	2.664	94,274,121	2.646
Mpplication Group Limited	4	12,180,000	0.354	12,180,000	0.344	12,180,000	0.342
Mr. Tsang Sze Wai Claudius	5	18,000,000	0.523	18,000,000	0.508	18,000,000	0.505
Mr. Cheung Yick Hung Jackie	6	125,000	0.004	125,000	0.004	125,000	0.004
Mr. Chung Koon Yan	7	268,000	0.008	268,000	0.008	268,000	0.008
Dr. Wong Chi Ying Anthony	8	268,000	0.008	268,000	0.008	268,000	0.008
Mr. Tang Warren Louis	9	340,000	0.010	340,000	0.010	340,000	0.009

Final Investor	-	0.000	94,545,454	2.672	106,363,636	2.986
Investor	11,938,000	0.347	11,938,000	0.337	23,756,181	0.667
Other public Shareholders (including the Subscriber)	1,480,693,067	42.991	1,480,693,067	41.843	1,480,693,067	41.565
Total	3,444,111,548	100.000	3,455,929,729	100.000	3,562,293,365	100.000

Notes:

1. Assuming that the shareholding structure of the Company has not changed immediately after full conversion of the Convertible Bond.

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 date of the completion of the Final Batch CB, 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 1,826,025,360 Shares held by Abundance Development Limited and 12,180,000 Shares held by Mpplication Group Limited respectively; Mr. Wong personally holds 94,274,121 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, 27 July 2026

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.