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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)

**(1) RESIGNATION OF AUDITOR;
(2) PROPOSED APPOINTMENT OF AUDITOR;
(3) FURTHER DELAY IN PUBLICATION OF
AUDITED ANNUAL RESULTS FOR
THE YEAR ENDED 31 MARCH 2024 AND DELAY IN
DESPATCH OF 2023/2024 ANNUAL REPORT; AND
(4) CONTINUED SUSPENSION OF TRADING**

Reference is made to the announcement dated 28 June 2024 (the “**Unaudited Results Announcement**”) of Unity Group Holdings International Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) in relation to the unaudited annual results for the year ended 31 March 2024. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Unaudited Results Announcement.

This announcement is made by the Company pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (“**Board**”) of directors (“**Directors**”) of the Company hereby announces that, that BDO Limited (“**BDO**”) has resigned as the auditor of the Company with effect from 12 July 2024 (the “**Resignation**”).

With the recommendation of the Audit Committee of the Company (the “**Audit Committee**”), the Board proposes to appoint AFG CPA & Company Limited (“**AFG**”) as the new auditor of the Company (the “**Proposed Appointment**”) to fill the vacancy arising from the Resignation and hold office until the conclusion of the next annual general meeting of the Company.

RESIGNATION OF AUDITOR

The Board announced that, based on the current audit progress, the Resignation was a mutually agreed action between the BDO and the Company, considering that it was unable to reasonably estimate the time required for completion of the audit work for the annual results for the year ended 31 March 2024 (“**FY23/24 Annual Results**”) regarding the Accounting Matter as disclosed in the announcement dated 28 June 2024. BDO needs more time to carry out necessary audit work for the completion of the audit on the Company’s consolidated financial statements for the year ended 31 March 2024 (the “**2024 Audit**”). As such, the Board considered that it would not be able to ascertain a timetable and had come to an agreement to request BDO to resign as the auditor of the Company. At the request of the Company, BDO resigned as the auditor of the Company.

BDO has confirmed in the resignation letter that, there are no other matters that need to be brought to the attention of holders of the securities of the Company. BDO also stated in the resignation letter that, as they have not completed the 2024 Audit, there may be other matters that need to be brought to the attention of holders of the securities of the Company of which they are not currently aware.

Save as disclosed above, both the Board and the Audit Committee confirm that there is no disagreement between the Company and BDO, and there are no other matter or circumstances in respect of the Resignation which they consider should be brought to the attention of the shareholders of the Company.

PROPOSED APPOINTMENT OF AUDITOR

The Board, with the recommendation of the Audit Committee, proposes to appoint AFG as the new auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company. The Proposed Appointment is subject to AFG’s internal clearance procedures.

The Audit Committee has assessed and considered that AFG is eligible, qualified and suitable to carry out the duties as auditor of the Company, having taken into account, among others, the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the Financial Reporting Council on 16 December 2021 and a number of factors in relation to both audit quality and audit fee, including but not limited to (i) AFG’s internal resources and its capacity to complete the audit work on time; (ii) its industry knowledge, technical competence and experience; (iii) its cooperation, communication and interaction with the Audit Committee and the management of the Group; (iv) the governance and leadership of AFG in terms of size of the firm and experience of the audit team; and (v) level of the audit fee.

At present, the audit process in relation to the FY23/24 Annual Results are entirely put on hold. Once AFG is appointed, the Company will continue to do its best to complete the audit process as soon as possible.

FURTHER DELAY IN PUBLICATION OF AUDITED ANNUAL RESULTS FOR THE YEAR ENDED 31 MARCH 2024 AND DELAY IN DESPATCH OF 2023/2024 ANNUAL REPORT

Given the Resignation and Proposed Appointment as discussed above, the audit process will be further delayed and the expected date of the publication of the audited FY23/24 Annual Results can only be determined when the audit process is closer to completion.

Following the completion of the audit process, the Company will issue announcement(s) in relation to the audited FY23/24 Annual Results and the material differences (if any) as compared with the unaudited consolidated annual results contained in the Unaudited Results Announcement.

Pursuant to Rule 13.46(2) of the Listing Rules, the Company is required to despatch its annual report for the year ended 31 March 2024 (the “**2023/2024 Annual Report**”) to the Shareholders not more than four months after the end of the financial year of the Company (i.e. on or before 31 July 2024). Due to the further delay in the publication of the audited FY23/24 Annual Results, it is expected that there will be a further delay in the despatch of the annual report for the financial year ended 31 March 2024. The delay in despatch of the annual report, if materialised, will constitute non-compliance with Rule 13.46(2) of the Listing Rules. The expected date of despatch of the annual report will be announced as and when appropriate.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the shares of the Company on the Stock Exchange has been suspended with effect from 9:00 a.m. on 2 July 2024, and will remain suspended pending the release of an announcement for the audited FY23/24 Annual Results.

The Company will keep the public informed of the latest developments by making further announcement(s) as and when appropriate.

Shareholders and potential investors of the Company are advised to exercise due caution when dealing in the securities of the Company. When in doubt, Shareholders and potential investors of the Company are advised to seek advice from professional or financial advisers.

By Order of the Board

Unity Group Holdings International Limited

Wong Man Fai Mansfield

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 12 July 2024

As at the date of this announcement, the executive director of the Company is Mr. Wong Man Fai Mansfield; the non-executive director of the Company is Mr. Tsang Sze Wai Claudius; 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.