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)

CONNECTED TRANSACTION
ISSUE OF NEW SHARES UNDER GENERAL MANDATE
FOR SETTLEMENT OF CONSIDERATION

BACKGROUND

References are made to (i) the announcements of the Company dated 15 January 2025, 20 January 2025 and 24 January 2025 in relation to the Acquisition; and (ii) the annual results announcement of the Company dated 30 June 2026 (collectively, the "**Announcements**").

As disclosed in the Announcements, the Consideration payable under the Sale and Purchase Agreement of HK$200.00 million shall be satisfied in cash by cashier order, bank transfer or any other manner as agreed between Synergy Worldwide and the Vendor. On 31 March 2026, Synergy Worldwide and the Vendor entered into a supplemental agreement pursuant to which, *inter alia*, the original repayment date in the Sale and Purchase Agreement was formally extended, and the outstanding consideration became fully due and payable on 30 June 2030. As at the date of this announcement, the outstanding amount of the Consideration to be settled by Synergy Worldwide was approximately HK$30.86 million.

CONNECTED TRANSACTION – ISSUE OF NEW SHARES UNDER GENERAL MANDATE FOR SETTLEMENT OF CONSIDERATION

Supplemental agreement to the Sale and Purchase Agreement

On 6 August 2026 (after trading hours) Synergy Worldwide and the Vendor entered into a supplemental agreement to the Sale and Purchase Agreement whereby it was agreed that part of the Consideration in the amount of HK$20.00 million shall be satisfied by the allotment and issuance of 50,000,000 Capitalisation Shares to the Vendor or its nominee.

The Capitalisation Agreement

On 6 August 2026 (after trading hours), the Vendor (as subscriber), the Company (as issuer) and Synergy Worldwide entered into the Capitalisation Agreement in relation to the subscription of the Capitalisation Shares at the Issue Price by the Vendor, subject to the conditions set out in the Capitalisation Agreement. Pursuant to the Capitalisation Agreement, 50,000,000 Capitalisation Shares shall be issued to the Vendor as settlement of part of the Consideration in the amount of HK$20.00 million. Upon the completion of the allotment and issuance of the Capitalisation Shares, the outstanding amount would be reduced to approximately HK$10.86 million.

Capitalisation Shares

As at the date of this announcement, the issued share capital of the Company comprised 3,538,657,002 Shares, all of which have been fully paid-up. The Capitalisation Shares represent (i) approximately 1.41% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 1.39% of the issued share capital of the Company as enlarged by the allotment and issue of the Capitalisation Shares, assuming there will be no change in the number of issued shares of the Company from the date of this announcement and up to completion of the Capitalisation.

The Capitalisation Shares have an aggregate nominal value of HK$500,000.

Subscription price

The Issue Price of HK$0.40 per Capitalisation Share represents:

(i) a premium of approximately 19.40% over the closing price of HK$0.335 per Share as quoted on the Stock Exchange on 6 August 2026, being the date of the Capitalisation Agreement; and

(ii) a premium of approximately 14.94% over the average closing price of HK$0.348 per Share as quoted on the Stock Exchange for the last five trading days immediately prior to the date of the Capitalisation Agreement.

The Issue Price was determined and negotiated on arm's length basis between the Company and the Vendor and with reference to the market conditions, the revised repayment date of 30 June 2030 and the prevailing market price of the Shares. The Directors consider that the Issue Price of HK$0.40 per Capitalisation Share is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

The Capitalisation contemplated thereunder involves the capitalisation of part of the Consideration in the amount of HK$20.00 million into 50,000,000 Capitalisation Shares of HK$0.40 per Share, and the Company will use its internal resources to settle the professional fees and all other related expenses which may be borne by the Company in connection with the Capitalisation. The net issue price per Capitalisation Share will be approximately HK$0.398.

There will be no cash proceeds as all of the Issue Price will be applied to set off part of the Consideration payable by Synergy Worldwide to the Vendor.

General Mandate

The Capitalisation Shares will be issued under the General Mandate granted to Directors, to allot, issue and deal with 688,822,309 new Shares. As at the date of this announcement, no Shares have been allotted and issued pursuant to the General Mandate. Accordingly, 688,822,309 Shares remain available for allotment and issuance under the General Mandate, which is sufficient for the issue of Capitalisation Shares. As a result, the issue of the Capitalisation Shares is not subject to separate Shareholders' approval.

Following the allotment and issuance of the Capitalisation Shares, there will be 638,822,309 remaining for allotment and issue under the General Mandate.

Application for listing

An application will be made to the Company to the Stock Exchange for the listing of, and permission to deal in, the Capitalisation Shares.

Ranking of the Capitalisation Shares

The Capitalisation Shares, when fully paid, will rank *pari passu* in all respects with the Shares in issue on the completion date of the Capitalisation, including the right to any dividends or distributions after the date of allotment.

Conditions precedent

Completion of the Capitalisation shall be conditional upon all the following conditions being fulfilled:

(i) the obtaining of all necessary consents and approvals in respect of the Capitalisation Agreement and the transactions contemplated thereunder (including but not limited to, if necessary, the approval by the independent shareholders at a general meeting to approve the Capitalisation Agreement and the transactions contemplated thereunder, or all other consents and acts required under the Listing Rules); and

(ii) the Listing Committee of the Stock Exchange granting the listing of, and the permission to deal in, the Capitalisation Shares.

If any of the conditions set out above has not been satisfied on or before 31 August 2026, or such later date as the parties may agree, the Capitalisation Agreement shall cease and determine and none of the parties shall have any obligations and liabilities thereunder save for any prior breaches of the terms hereof.

Completion of the Capitalisation

Pursuant to the Capitalisation Agreement, completion was agreed to take place on the date as the parties thereto shall agree in writing, which shall be after the fulfilment of the last of the conditions precedent referred to in the paragraph headed "Conditions precedent" above but no later than 31 August 2026.

INFORMATION ON THE PARTIES

The Group

The Company is an investment holding company. Synergy Worldwide is also an investment holding company. The Group is principally engaged in the provision of leasing services of energy saving systems, consultancy service and artificial intelligence technology services, and trading of energy saving products.

The Vendor

The Vendor is a company incorporated in Hong Kong with limited liability and an investment holding company. Upon completion of the Sale and Purchase Agreement on 20 January 2025, the Vendor thereafter decreased its shareholding in the Target Company from approximately 28.69% to approximately 3.69%, which remain unchanged as at the date of the Capitalisation Agreement.

As at the date of the Capitalisation Agreement, approximately 99.88% of the issued share capital of the Vendor was directly owned by Mr. Cheung Wai Man Stephen, who is a director of the Target Company and each of its subsidiaries.

FUND-RAISING EXERCISE IN THE PAST 12 MONTHS

Set out below are the fund-raising activities of the Company involving the issue of its equity securities within the past 12 months immediate prior to the date of this announcement:

Date of announcement	**Fund-raising activity**	**Net proceeds raised**	**Intended use of net proceeds**	**Actual use of net proceeds**
18 May 2026 and 27 July 2026	Issue of convertible bonds[1]	US$5,000,000[2]	(i) USD4,000,000 for capital expenditure of energy saving projects in Malaysia and Abu	Fully utilised as at the date of this announcement as follows: (i) approximately US$4,500,000

			Dhabe, including acquisition of energy saving and storage related project(s); and (ii) USD1,000,000 for general working capital	for effective acquisition of energy saving projects in Malaysia; and (ii) approximately US$500,000 for general working capital.

Notes:

1. *For further details of the issue of convertible bonds, please refer to the announcements of the Company dated 9 June 2023, 12 June 2023, 18 July 2023, 24 July 2023, 21 August 2023, 29 September 2023, 18 May 2026 and 27 July 2026, and the circular of the Company dated 28 June 2023.*
2. *Refers to the completion of issue of the principal amount of USD5,000,000, being the second batch of convertible bonds.*

Save as disclosed, the Company had not conducted any equity fund-raising activity in the past 12 months immediately preceding the date of this announcement.

REASONS FOR THE CAPITALISATION

The Group utilises debt financing to fund the development of its principal businesses of, inter alia, leasing services of energy saving systems and trading of energy saving products. As such, as advised by various financial institutes including but not limited to commercial banks, constant review and maintenance of the overall gearing of the Group to a manageable level is pivotal for securing financing for the development of its businesses. The Capitalisation will lower the overall liability of the Group while increase the equity of the Group at the same time. The Directors consider the Capitalisation will (i) lower the repayment pressure of the Consideration of the Company under the Sale and Purchase Agreement; (ii) retain cash flow of the Group for its future business development; and (iii) strengthen the financial position of the Group by lowering the overall gearing ratio of the Group. The Directors (including the independent non-executive Directors) consider that the terms of the Capitalisation (including the Issue Price) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As at the date of the Capitalisation Agreement, Mr. Cheung Wai Man Stephen was a director of the Target Company and each of its subsidiaries, and he owns approximately 99.88% of its issued share capital of the Vendor. As such, the Vendor was a connected person of the Company at the subsidiary level under Chapter 14A of the Listing Rules. Therefore, the entering into of the Capitalisation Agreement and the issuance of Capitalisation Shares contemplated thereunder constituted a connected transaction for the Company under Chapter 14A of the Listing Rules.

The Capitalisation Shares will be allotted and issued under the General Mandate. Given that (i) the Board has approved the transactions contemplated under each of the Sale and Purchase Agreement and the Capitalisation Agreement, and the Directors (including the independent non-executive Directors) have also confirmed that the terms of the Sale and Purchase Agreement and the Capitalisation Agreement are fair and reasonable, the transactions contemplated are on normal commercial terms or better, and are in the interests of the Company and the Shareholders as a whole; and (ii) the connected transaction is conducted between the Group and a connected person at the subsidiary level, the transaction contemplated under the Sale and Purchase Agreement and the Capitalisation Agreement are subject to the reporting and announcement requirements only, and are exempt from circular (including independent financial advice) and Shareholders' approval requirements by virtue of Rule 14A.101 of the Listing Rules.

Completion of the Capitalisation is subject to the Stock Exchange granting the listing of and permission to deal in the Capitalisation Shares, and may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

"Acquisition"	the sale and purchase of 4,600 ordinary shares of US$1.00 each of the Target Company beneficially owned by the Vendor prior to completion of the Sale and Purchase Agreement from the Vendor to Synergy Worldwide;
"Board"	the board of Directors;
"Capitalisation"	the capitalisation of part of the remaining Consideration in the amount of HK$20.00 million payable by Synergy Worldwide to the Vendor under the Sale and Purchase Agreement;
"Capitalisation Agreement"	the debt capitalisation agreement dated 6 August 2026 entered into between the Vendor (as subscriber), the Company (as issuer) and Synergy Worldwide in relation to the subscription of the Capitalisation Shares at the Issue Price by the Vendor;
"Capitalisation Shares"	50,000,000 Shares to be allotted and issued to the Vendor by the Company at the Issue Price pursuant to the Capitalisation Agreement;
"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;
"Consideration"	the consideration of HK$200.00 million payable by Synergy Worldwide to the Vendor pursuant to the Sale and Purchase Agreement (as supplemented);
"connected person(s)"	shall bear the meaning as defined in the Listing Rules;
"Director(s)"	the directors of the Company;

"General Mandate"	the general mandate granted to the Directors at the annual general meeting of the Company dated 19 September 2025, pursuant to which a maximum of 688,822,309 new Shares may be allotted and issued (including the sale or transfer of treasury shares held by the Company out of treasury);
"Group"	the Company and its subsidiaries;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;
"Independent Third Party(ies)"	third party(ies) independent of, and not connected with, the Company and its connected persons within the meaning ascribed to such term in the Listing Rules;
"Issue Price"	HK$0.40 per Capitalisation Share;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time;
"Sale and Purchase Agreement"	the sale and purchase agreement dated 15 January 2025 (as supplemented) entered into between Synergy Worldwide and the Vendor, pursuant to which Synergy Worldwide conditionally agreed to acquire and the Vendor conditionally agreed to sell 4,600 ordinary shares of US$1.00 each of the Target Company beneficially owned by the Vendor prior to completion of the Sale and Purchase Agreement;
"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);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"substantial shareholder(s)"	shall bear the meaning as defined in the Listing Rules;
"Synergy Worldwide"	Synergy Group Worldwide Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company as at the date of this announcement;
"Target Company"	Synergy Cooling Management Limited, a company incorporated in the British Virgin Islands with limited liability and a non-wholly owned subsidiary of the Company as at the date of the Sale and Purchase Agreement and as at the date of this announcement
"Vendor"	Synergy Green Technology Limited, a company incorporated in Hong Kong with limited liability and a connected person of the Company as at the date of this announcement;
"US$"	United States dollar, the lawful currency of the United States of America; and
"%"	per cent..

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

Hong Kong, 6 August 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.