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 SPECIFIC MANDATE
FOR SETTLEMENT OF CONSIDERATION

Reference is made to the announcement of Unity Group Holdings International Limited (the "**Company**") dated 6 August 2026 (the "**Announcement**") in relation to, among others, the supplemental agreement to the Sale and Purchase Agreement and the Capitalisation Agreement. Terms used herein shall have the same meanings as defined in the Announcement.

Specific mandate

The Company will seek a specific mandate (the "**Specific Mandate**") to authorise the Directors to allot and issue the Capitalisation Shares from the independent Shareholders (the "**Independent Shareholders**") at an extraordinary general meeting of the Company (the "**EGM**").

As the Capitalisation Shares will be issued under the Specific Mandate granted to Directors, 688,822,309 Shares shall remain available for allotment and issuance under the General Mandate.

Formation of the Independent Board Committee and appointment of the Independent Financial Adviser

An independent board committee (the "**Independent Board Committee**") comprising Mr. Chung Koon Yan, Mr. Cheung Yick Hung Jackie, Dr. Wong Chi Ying Anthony and Mr. Tang Warren Louis being all the independent non-executive Directors, has been formed to advise the Independent Shareholders in connection with the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares. An independent financial adviser (the "**Independent Financial Adviser**") would be appointed to advise the Independent Board Committee and the Independent Shareholders in connection with the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares.

General

An EGM will be convened for the purpose of considering and, if thought fit, approving, among other things, the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares.

A circular containing (i) details of the Capitalisation Agreement; (ii) the recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Capitalisation Agreement and the transactions contemplated thereunder; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Capitalisation Agreement and the transactions contemplated thereunder; and (iv) the notice of the EGM and proxy form, will be despatched to the Shareholders in accordance with the Listing Rules.

If any Shareholder has a material interest in the Capitalisation Agreement and the transactions contemplated thereunder, such Shareholder (and its close associates) will be required to abstain from voting in respect of the resolution(s) that would be proposed at the EGM.

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

Hong Kong, 7 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.