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)

10 September 2026

To the Independent Shareholders

Dear Sir and Madam,

**CONNECTED TRANSACTION:
ISSUE OF NEW SHARES UNDER SPECIFIC MANDATE
FOR SETTLEMENT OF CONSIDERATION**

We refer to the circular of the Company to the Shareholders dated 10 September 2026 (the "**Circular**"), of which this letter forms part. Unless specified otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

We have been appointed as the Independent Board Committee to advise you 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. Draco Capital Limited has been appointed as the Independent Financial Adviser to advise us and the Independent Shareholders in this regard. Details of its advice, together with the principal factors taken into consideration in arriving at such advice, are set out on pages 18 to 47 of the Circular. Your attention is also drawn to the "Letter from the Board" of the Circular and the additional information set out in the appendix to the Circular.

Having considered the terms of the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares, and the advice of the Independent Financial Adviser, we consider that although the transactions contemplated under the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares are not in the ordinary and usual course of business of the Group, the terms and conditions of the Capitalisation Agreement and the transactions contemplated thereunder were entered into on an arm's length basis and are made on normal commercial terms, are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the EGM to approve the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares.

Yours faithfully,
For and on behalf of
The Independent Board Committee of
Unity Group Holdings International Limited

Mr. Chung Koon Yan *Independent non-executive Director*	**Mr. Cheung Yick HungJackie** *Independent non-executive Director*	**Dr. Wong Chi Ying Anthony** *Independent non-executive Director*	**Mr. Tang Warren Louis** *Independent non-executive Director*

Having considered the terms of the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares, and the advice of the Independent Financial Adviser, we consider that although the transactions contemplated under the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares are not in the ordinary and usual course of business of the Group, the terms and conditions of the Capitalisation Agreement and the transactions contemplated thereunder were entered into on an arm's length basis and are made on normal commercial terms, are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Accordingly, we recommend the Independent Shareholders to vote in favour of the relevant resolution(s) to be proposed at the EGM to approve the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares.

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Independent non-executive Director	*Independent non-executive Director*	*Independent non-executive Director*	*Independent non-executive Director*

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