



# 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)

Number of shares to which this form of proxy relates <sup>(Note 1)</sup>	
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## FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON TUESDAY, 18 JULY 2023 (AND AT ANY ADJOURNMENT THEREOF)

I/We <sup>(Note 2)</sup> \_\_\_\_\_

of \_\_\_\_\_  
being the registered holder(s) of <sup>(Note 1)</sup> \_\_\_\_\_ shares of HK\$0.01 each in the share capital of Unity Group Holdings International Limited 知行集團控股國際有限公司 (the “Company”) hereby appoint the Chairman of the meeting <sup>(Note 3)</sup> or \_\_\_\_\_

of \_\_\_\_\_  
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting (the “EGM”) of the Company to be held at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong on Tuesday, 18 July 2023 at 10:30 a.m. (and at any adjournment thereof).

Please tick (“✓”) the appropriate boxes to indicate how you wish your vote(s) to be cast <sup>(Note 4)</sup>.

ORDINARY RESOLUTION		FOR <sup>(Note 4)</sup>	AGAINST <sup>(Note 4)</sup>
1.	(a) To approve, confirm and ratify the convertible bond subscription agreement dated 9 June 2023 (the “Convertible Bond Subscription Agreement”) entered into between the Company and Asia Jit Capital Investment L.L.C. (the “Subscriber”) relating to the subscription by the Subscriber of the convertible bond (the “Convertible Bond”) in an aggregate principal amount of US\$15,000,000 to be issued by the Company upon and subject to the terms and conditions as set out therein and the transactions contemplated thereunder;		
	(b) To approve the issue of Convertible Bond by the Company in accordance with the terms and conditions of the Convertible Bond;		
	(c) To approve the allotment and issue of new ordinary shares of HK\$0.01 each in the share capital of the Company (the “Conversion Shares”) which may fall to be allotted and issued upon the exercise of the conversion right attaching to the Convertible Bond in accordance with the terms and conditions of the Convertible Bond;		
	(d) To approve, conditional upon, among others, the listing committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Conversion Shares, the grant of a specific mandate to the directors of the Company (the “Directors”) to exercise the powers of the Company for the issue of Convertible Bond and the allotment and issue of the Conversion Shares in accordance with the terms and conditions of the Convertible Bond; and		
	(e) To authorise any one Director to do all such things and acts for the purposes of or in connection with the implementation of the Convertible Bond Subscription Agreement and the transactions contemplated thereunder.		

Date: \_\_\_\_\_ 2023

Signature(s) <sup>(Note 6)</sup> \_\_\_\_\_

### Notes:

- Please insert the number of shares to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- If any proxy other than the Chairman of the meeting is preferred, please strike out the words the “Chairman of the meeting” and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the EGM. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares of which each such proxy is so appointed.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** If no direction is given, your proxy will vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- The full text of the resolution is set out in the notice of the EGM.
- This form of proxy must be signed by you or your attorney duly authorised in writing. In case of a corporation, the same must be either under its common seal or under the hand of an officer or attorney so authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
- In order to be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 10:30 a.m. (Hong Kong time) on Sunday, 16 July 2023 (or if the EGM is adjourned, not less than 48 hours before the time appointed for the holding of the adjourned EGM) (as the case may be).
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM if you so wish.

### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy’s (or proxies’) name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the EGM of the Company (the “Purposes”). We may transfer your and your proxy’s (or proxies’) name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy’s (or proxies’) name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing to Personal Data Privacy Officer of the Company’s Share Registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.