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; AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

References are made to the announcements of Unity Group Holdings International Limited (the "**Company**") dated 6 August 2026 and 7 August 2026 (the "**Announcements**") in relation to, among others, the Capitalisation Agreement. Terms used herein shall have the same meanings as defined in the Announcements.

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

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. The Vendor is a party to the Capitalisation Agreement and Mr. Cheung Wai Man Stephen owns approximately 99.88% of the issued share capital of the Vendor. As such, the Vendor is 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 allotment and issue of the Capitalisation Shares contemplated thereunder constituted a connected transaction for the Company under Chapter 14A of the Listing Rules.

It was intended that, inter alia, the Capitalisation Shares be allotted and issued under the General Mandate. However, pursuant to Rule 13.36 of the Listing Rules, the Company will seek the Specific Mandate to allot and issue the Capitalisation Shares. The Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares, constitute a connected transaction of the Company which is subject to the reporting, announcement, circular and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules at the EGM.

The EGM will be convened to pass the necessary resolution(s) by the Independent Shareholders approving, inter alia, the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares.

Pursuant to Rule 14A.36 of the Listing Rules, any Shareholder with a material interest in the transaction must abstain from voting on the relevant resolution(s) at the EGM. Accordingly, Mr. Cheung Wai Man Stephen, who beneficially owns 360,000 Shares and deemed to be interested in 6,244,000 Shares through interests of his spouse, representing approximately 0.19% of the issued share capital of the Company as at the date of the Capitalisation Agreement and the date of this announcement in aggregate, will be required to abstain from voting on the resolution(s) to approve the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares, at the EGM.

Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, other than Mr. Cheung Wai Man Stephen and his spouse, no other Shareholder has a material interest in 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, and will be required to abstain from voting on the resolution(s) to approve the Capitalisation Agreement and the transactions contemplated thereunder, including the grant of the Specific Mandate to allot and issue the Capitalisation Shares.

APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER

The Board is pleased to announce that on 13 August 2026, Draco Capital Limited, a corporation licensed to carry out Type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), has been appointed as the Independent Financial Adviser 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.

The appointment of Draco Capital Limited as the Independent Financial Adviser has been approved by the Independent Board Committee.

A circular containing, among other things, (i) details of the Capitalisation Agreement, the allotment and issue of the Capitalisation Shares and the transactions contemplated thereunder (including without limitation, the grant of the Specific Mandate to the Directors for the allotment and issue of the Capitalisation Shares); (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Capitalisation Agreement and the transactions contemplated thereunder; (iii) a 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; (iv) a notice convening the EGM; and (v) other information required under the Listing Rules, will be despatched to the Shareholders as soon as practicable in accordance with the Listing Rules.

Completion of the Capitalisation is subject to, among others, (i) the conditions precedent under the Capitalisation Agreement being fulfilled; and (ii) 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.

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

Hong Kong, 13 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.