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Unity Enterprise Holdings Limited

盈滙企業控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2195)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO 2024 ANNUAL REPORT

References is made to the annual report of the Company for the year ended 31 December 2024 (the “**2024 Annual Report**”). References is also made to the announcements of the Company dated 25 March 2024, 16 April 2024 and 30 April 2024 (the “**Announcements**”) in relation to the acquisition of the entire equity interests in Wonder Holdings Limited by the Company. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as defined in the 2024 Annual Report and the Announcements.

SHARE OPTION SCHEME

The Company would like to supplement the following additional information with respect to the Company’s share option scheme (the “**Share Option Scheme**”) disclosed in the 2024 Annual Report.

Number of options

The number of options available for grant under the Share Option Scheme amounts to 100,000,000 Shares at the beginning and the end of the financial year ended 31 December 2024, representing approximately 7.1% of the issued Shares of the Company as at the date of the 2024 Annual Report. There is no applicable service provider submit at the beginning and the end of the financial year ended 31 December 2024.

As at 23 April 2025, being the date of the 2024 Annual Report, the total number of Shares available for issue under the Share Option Scheme was 100,000,000 Shares, representing 7.1% of the issued Shares of the Company.

Maximum entitlement of each eligible participant

The total number of Shares issued and which may fall to be issued upon exercise of the options under the Share Option Scheme and the options granted under any other share option schemes of the Group (including both exercised or outstanding options) to each Grantee in any 12-month period shall not exceed 1% of the issued share capital of the Company for the time being.

Where any further grant of options under the Share Option Scheme to a grantee under the Share Option Scheme would result in the Shares issued and to be issued upon exercise of all options granted and proposed to be granted to such person (including exercised, cancelled and outstanding options) under the Share Option Scheme and any other share option schemes of the Group in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by the Shareholders in general meeting with such grantee and his close associates (or his associates if the participant is a connected person) abstaining from voting.

Any grant of options under the Share Option Scheme to any Director, chief executive of the Company or substantial Shareholder of the Company or any of their respective associates must also be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of an option under the Share Option Scheme).

Any grant of options under the Share Option Scheme to a substantial Shareholder or an independent non-executive Director or any of their respective associates, would result in the Shares issued and to be issued upon exercise of all options under the Share Option Scheme already granted and to be granted (including options exercised, cancelled and outstanding) to such person in the 12-month period up to and including the date of such grant: (1) representing in aggregate over 0.1% of the Shares in issue; and (2) having an aggregate value, based on the closing price of the Shares on the offer date of each grant, in excess of HK\$5 million; such further grant of options must be approved by the Shareholders in a general meeting. The grantee, his associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

Vesting period

Unless otherwise determined by the Directors and stated in the offer to a grantee, a grantee is not required to hold an option for any minimum period nor achieve any performance target before the exercise of an option granted to him.

Exercising period

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period to be determined and notified by the Directors to the grantee thereof, and in the absence of such determination, from the date of acceptance of the offer of such option to the earlier of (i) the date on which such option lapses under the relevant provisions of the Share Option Scheme; and (ii) the date falling 10 years from the offer date of that option.

Time of acceptance and vesting of the option

An offer may be accepted within a period of up to 21 days from the date, which must be a Business Day, on which the offer is made and a consideration of HK\$1.00 must be paid upon acceptance.

PROFIT GUARANTEE IN RELATION TO THE ACQUISITION

The Company would like to supplement the following additional information on the Profit Guarantee with respect to the Acquisition.

Pursuant to the Sale and Purchase Agreement, the Vendor warrants and undertakes to the Purchaser that the Actual Net Profit for each of the three years ending 31 December 2024, 31 December 2025 and 31 December 2026, as derived in its management accounts or audited financial statements (whichever is applicable) as prepared in accordance with the terms of the Sale and Purchase Agreement for the corresponding year, shall not be less than HK\$3 million, HK\$3 million and HK\$3 million, respectively.

As per the audited financial statements of Subsidiary B, being the operating subsidiary of the Target Group, for the period between 16 August 2023 (date of incorporation) and 31 December 2024. Adjusting for (i) a management fee of HK\$3,300,000 charged by the Group during the period; and (ii) an allowance for expected credit loss on trade receivables and contract assets of approximately HK\$413,000 recognised in consistent with the financial reporting standards adopted by the Group, the adjusted audited net profit after tax of Subsidiary B is approximately HK\$3,189,000.

Regarding the management fee, such fee relates to the provision of project management services by the Company to the Target Group, and the Board is of the view that such fees could be considered as inter-group costs and it is not reasonable to place such management fees as burden on the Target Company in assessing the Guaranteed Profit. Therefore, the Board classifies the management fee as extraordinary items in assessing the Guaranteed Profit.

Regarding the allowance for expected credit loss, this allowance, recognised in accordance with HKFRSs, reflects changes in credit expectations due to external risks and the economic environment, but not the company's operating performance, while such credit expectations were not assessable by the Target Group as a SME by the time of the acquisition. As such, the Board is of the view that such allowance does not relate to the actual performance of the Target Group and it is not reasonable to consider allowance for expected credit loss in assessing the Guaranteed Profit. Therefore, the Board classifies the allowance for expected credit loss as extraordinary items in assessing the Guaranteed Profit.

The Board considers that the two adjustments made to the net loss of Subsidiary B are consistent with the terms of the Sale and Purchase Agreement.

By Order of the Board of
Unity Enterprise Holdings Limited
Chan Leung
Chairperson and Executive Director

Hong Kong, 7 November 2025

As of the date of this announcement, the Board comprises Mr. Chan Leung (Chairman and Chief Executive Officer) as executive Director; and Ms. Chan Mei Wah, Mr. Mak Alexander and Mr. Wu Hak Ping as independent non-executive directors.