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NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Tai United Holdings Limited (the “**Company**”) will be held at Unit 810, L8, Core F., Cyberport 3, 100 Cyberport Road, Hong Kong on Thursday, 5 January 2017 at 11:00a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- a. the subscription agreement dated 28 September 2016 (the “**Subscription Agreement**”) between (among other parties) the Company as issuer and Cheer Hope Holdings Limited, Haitong International Investment Fund SPC (acting on behalf of and for the account of Haitong International Investment Fund SPC – Fund I SP) and Songhua Investment Holding Limited as investors (together, the “**Investors**”), a copy of which marked “A” has been produced to the meeting and initialed by the chairman of the meeting for the purpose of identification, pursuant to which the Company conditionally agreed to (among other matters) (i) issue the notes in the aggregate principal amount of US\$180,000,000 for subscription by the Investors subject to the terms and conditions of the Notes Instrument (as defined in the Subscription Agreement) and (ii) grant to the Investors the unlisted warrants (the “**Warrants**”) subject to the terms and conditions of the Warrants Instrument (as defined in the Subscription Agreement) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- b. conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Warrant Shares and fulfillment (or, as applicable, waiver) of the conditions precedent for closing of the grant of the Warrants as set out in the Subscription Agreement:
 - (i) the issue of Warrants be and is hereby approved;
 - (ii) the board of directors of the Company be and is hereby granted a specific mandate to allot and issue up to a maximum number of 279,000,000 ordinary share(s) of HK\$0.05 each in the share capital of the Company (the “**Warrant Share(s)**”) credited as fully paid at the initial subscription price of HK\$1.0 per Warrant Share, or such adjusted price as may for the time being be applicable in accordance with the terms of the Warrants Instrument, to be allotted and issued upon exercise of the subscription rights attaching to the Warrants; and

(iii) any one director of the Company, or where the affixation of the common seal is necessary, any two directors of the Company or any one director and the company secretary of the Company, be and is/are hereby authorised for and on behalf of the Company to execute the Subscription Agreement and other Transaction Documents (as defined in the Subscription Agreement) to which the Company is a party and all such other documents, instruments and agreements and to do all such acts and things deemed by him/her to be incidental to, ancillary to or in connection with the matters contemplated under the Subscription Agreement.”

By Order of the Board
Tai United Holdings Limited
Dr. Meng Zhaoyi
Chairman and chief executive officer

Hong Kong, 15 December 2016

Notes:

1. Any member of the Company entitled to attend and vote at the SGM shall be entitled to appoint another person (who must be an individual) as his/her/its proxy to attend and vote instead of him/her/it and a proxy so appointed shall have the same right as the member to speak at the SGM. A proxy need not be a member of the Company. A member who is the holder of two or more shares may appoint more than one proxy to represent him/her/it and to attend and vote in his/her/its stead at the SGM. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a member of the Company from attending and voting in person at the SGM or any adjournment thereof should such member so wishes, and in such event, the instrument appointing the proxy previously submitted shall be deemed revoked.
4. The register of members of the Company will be closed from 3 January 2017 to 5 January 2017, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to qualify for attending and voting at the above meeting, unregistered holders of Shares of the Company should ensure that all transfer of Shares accompanied by the relevant share certificates and transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on 30 December 2016.
5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled to vote, but if more than one of such joint holders are present at the meeting, the most senior holder shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand first on the register of members of the Company in respect of the joint holding.

As at the date of this notice, the board of directors of the Company comprises Dr. Meng Zhaoyi, Dr. Liu Hua, Mr. Chen Weisong, Mr. Xu Ke and Mr. Ye Fei as executive directors; and Mr. Mao Kangfu, Dr. Gao Bin and Ms. Liu Yan as independent non-executive directors.