
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Tai United Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

Precautionary measures for the annual general meeting

Please take special note of page 7 of this circular and note (9) to the notice of annual general meeting for measures to be taken at the annual general meeting to reduce the risk of coronavirus disease (COVID-19) spreading.

A notice convening the annual general meeting of the Company to be held at YUE – Function Room V5A, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong, on Thursday, 18 June 2020 at 10:30 a.m. is set out on pages AGM-1 to AGM-5 of this circular.

Whether or not you intend to attend and vote in person at the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event by 10:30 a.m. on Tuesday, 16 June 2020 or not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	
1. Introduction	3
2. Re-election of retiring Directors	4
3. General mandates to issue Shares and repurchase Shares	5
4. AGM and proxy arrangement	6
5. Closure of register of members	6
6. Precautionary measures for AGM	7
7. Responsibility statement	7
8. Recommendation	7
9. General information	8
Appendix I — Details of retiring Directors proposed for re-election	9
Appendix II — Explanatory statement on New Repurchase Mandate	13
Notice of AGM	AGM-1

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context specifies otherwise:

“AGM”	the annual general meeting of the Company to be convened and held at YUE – Function Room V5A, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong, on Thursday, 18 June 2020 at 10:30 a.m. or at any adjournment thereof (as the case may be) to consider and, if thought fit, approve the resolutions contained in the notice of the annual general meeting which is set out on pages AGM-1 to AGM-5 of this circular
“Board”	the board of Directors
“Bye-law(s)”	the bye-laws of the Company adopted from time to time
“Company”	Tai United Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	24 April 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares and other securities up to a maximum of 20% of the total number of Shares in issue as at the date of passing of the relevant resolution(s) granting such mandate (such mandate to be extended and added by the number of Shares, if any, repurchased by the Company since the grant of such mandate)

DEFINITIONS

“New Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares during the prescribed period on the Stock Exchange up to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution granting such mandate
“PRC”	the People’s Republic of China, which for the purpose of this circular shall exclude Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	a subsidiary(ies) for the time being of the Company within the meaning as ascribed thereto under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong
“%”	per cent.

The translation into Chinese language of this circular is for reference only. In case of any inconsistency, the English version shall prevail.

LETTER FROM THE BOARD



Executive Directors:

Dr. Kwong Kai Sing Benny (*Chief Executive Officer*)
Mr. Chen Weisong
Mr. Chow Chi Wah Vincent

Independent non-executive Directors:

Dr. Gao Bin
Ms. Liu Yan
Mr. Tang King Shing

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*

Room 2902, 29th Floor
China United Centre
28 Marble Road
North Point
Hong Kong

29 April 2020

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the ordinary resolutions to be proposed at the AGM for the approval of (i) the re-election of retiring Directors; and (ii) the grant of New Issue Mandate and New Repurchase Mandate; and to give you notice of AGM.

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three (3) or a multiple of three (3), the number nearest to but not less than one-third, shall retire from office by rotation such that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to rotation who have been longest in office since their last election or appointment and so that as between persons who became Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

Pursuant to Bye-law 86(2) of the Bye-laws, the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. All Directors appointed to fill a casual vacancy shall be subject to election by the Shareholders at the first general meeting after their appointment. Any other Director so appointed by the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election at that meeting.

Pursuant to Bye-laws 86(2) and/or 87 of the Bye-laws, Mr. Chen Weisong, Mr. Chow Chi Wah Vincent and Mr. Tang King Shing shall retire at the AGM and, being eligible, will offer themselves for re-election.

The nomination committee of the Company (“**Nomination Committee**”) has reviewed the structure and composition of the Board, the qualifications, skills and experience, commitment and contribution, and the independence of these retiring Directors with reference to the nomination principles and criteria set out in the Company’s board diversity policy and nomination policy.

Accordingly, the Nomination Committee has recommended to the Board on re-election of Mr. Chen Weisong and Mr. Chow Chi Wah Vincent as executive Directors and Mr. Tang King Shing as an independent non-executive Director at the AGM.

Brief biographical details of these retiring Directors are set out in Appendix I to this circular.

If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received in accordance with the Bye-laws after the printing of this circular, the Company will issue a supplemental circular to inform Shareholders of the details of such additional candidate(s) proposed.

LETTER FROM THE BOARD

3. GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 13 June 2019, the Directors were granted (i) a general mandate to allot, issue and deal with Shares or any securities with an aggregate value of not exceeding 20% of the total number of Shares in issue as at 13 June 2019 (equivalent to the aggregate nominal amount of HK\$52,500,198.50 divided into 1,050,003,970 Shares with a nominal value of HK\$0.05 each) (“**Existing General Mandate**”); and (ii) a general mandate to repurchase Shares up to a maximum 10% of the total number of Shares in issue as at 13 June 2019 (equivalent to the aggregate nominal amount of HK\$26,250,099.25 divided into 525,001,985 Shares with a nominal value of HK\$0.05 each) (“**Existing Repurchase Mandate**”).

As at the Latest Practicable Date, the Existing General Mandate and the Existing Repurchase Mandate had yet been utilised and will expire at the conclusion of the AGM.

To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Directors will seek the approval of the Shareholders for the grant of:

- (a) New Issue Mandate;
- (b) New Repurchase Mandate; and
- (c) if the New Repurchase Mandate is granted, the extension of New Issue Mandate by the addition of the aggregate number of Shares repurchased by the Company under the New Repurchase Mandate to the New Issue Mandate, subject to a maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the total number of Shares in issue was 5,250,019,852 Shares. Upon passing of the relevant resolutions at the AGM and assuming no further Shares are issued and/or repurchased by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed:

- (i) pursuant to the New Issue Mandate to allot, issue and deal with 1,050,003,970 Shares, representing 20% of the total number of Shares in issue as at the date of passing of the relevant resolution; and
- (ii) pursuant to the New Repurchase Mandate to repurchase 525,001,985 Shares, representing 10% of the total number of Shares in issue as at the date of passing of the relevant resolution.

With reference to the New Issue Mandate and the New Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue or repurchase any Shares pursuant thereto.

LETTER FROM THE BOARD

An explanatory statement giving certain information in respect of the New Repurchase Mandate as required under the Listing Rules to be included in this circular is set out in Appendix II to this circular.

Both the New Issue Mandate and the New Repurchase Mandate will expire upon the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Bye-laws or the laws of Bermuda or any applicable law; and (iii) the revocation or variation of such authority by the passing of an ordinary resolution by the Shareholders in general meeting.

4. AGM AND PROXY ARRANGEMENT

The notice of AGM is set out on pages AGM-1 to AGM-5 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other things, (i) the re-election of retiring Directors; and (ii) the grant of New Issue Mandate and New Repurchase Mandate.

The Directors are not aware of any Shareholder who is required to abstain from voting at the AGM. Pursuant to Rule 13.39(4) of the Listing Rules and/or the Bye-laws, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to vote at the AGM will be taken by way of poll. The chairman of the AGM will explain the detailed procedures for conducting a poll at the commencement of the AGM. After the conclusion of the AGM, the poll results will be published on the HKExnews website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.irasia.com/listco/hk/taiunited/index.htm in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular and such form of proxy is also published on the HKExnews website of the Stock Exchange at www.hkexnews.hk. Whether or not you intend to attend and vote in person at the AGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event by 10:30 a.m. on Tuesday, 16 June 2020 or not later than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish, and in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Thursday, 18 June 2020. For the purpose of determining eligibility to attend and vote at the AGM as members of the Company, the register of members of the Company will be closed from Monday, 15 June 2020 to Thursday, 18 June 2020, both days inclusive, on which period no transfer of the Shares will be registered. All

LETTER FROM THE BOARD

transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 12 June 2020.

6. PRECAUTIONARY MEASURES FOR AGM

In view of the ongoing coronavirus disease (COVID-19) epidemic and recent development for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to prevent attending Shareholders, staff and other stakeholders from the risk of infection:

- i. compulsory body temperature check will be conducted on every attendee at the entrance of the AGM venue;
- ii. every attendee to enter the AGM venue is required to wear surgical face mask at all times until after they have left the venue (please note that no masks will be provided at the AGM venue and attendees should bring their own masks); and
- iii. no refreshments or drinks will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

Shareholders are strongly recommended to consider appointing the chairman of the AGM as their proxy to vote on the resolutions for them, instead of attending the AGM in person.

7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

8. RECOMMENDATION

The Directors are of the opinion that (i) the proposed re-election of retiring Directors; and (ii) the grant of New Issue Mandate and New Repurchase Mandate are in the interests of the Company, the Group and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of retiring Directors proposed for re-election), and Appendix II (Explanatory Statement on New Repurchase Mandate) to this circular.

Yours faithfully,
For and on behalf of the Board
Tai United Holdings Limited
Kwong Kai Sing Benny
Chief Executive Officer

Pursuant to the Listing Rules, the biographical details of the Directors who will retire at the AGM according to the Bye-laws and be proposed to be re-elected at the AGM are set out below:

EXECUTIVE DIRECTORS

Mr. Chen Weisong (“Mr. Chen”)

Mr. Chen, aged 40, is executive Director since 27 October 2017. He also serves as senior vice president of the Company and the director of certain subsidiaries of the Group. He was the executive Director from 22 June 2016 to 25 April 2017, the chief financial officer of the Company from 15 February 2016 to 25 April 2017 and the chief executive officer of the Company from 27 October 2017 to 29 October 2019.

Mr. Chen has over ten years of experience in asset management industry. He worked for CCB International Asset Management Limited, a wholly-owned subsidiary of China Construction Bank Corporation, from April 2008 to February 2016. He was a non-executive director of Universal Medical Financial & Technical Advisory Services Company Limited (stock code: 2666, a company listed on the main board of the Stock Exchange) from 6 March 2015 to 13 April 2016. Mr. Chen did not hold any other directorship in any other listed companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Chen received a Master of Philosophy degree from the University of Hong Kong in December 2005. Mr. Chen holds the qualification as a Chartered Financial Analyst from the CFA Institute. He is a fellow member of the Association of Chartered Certified Accountants, and was licensed as a responsible officer for Type 9 (asset management), Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities of the Securities and Futures Commission.

Mr. Chen was appointed as a committee member of Nanshan District Shenzhen Committee of the Chinese People’s Political Consultative Conference, the People’s Republic of China with effect from October 2016.

Mr. Chen entered into an appointment letter with the Company on 27 October 2017 for an initial term of one year commencing from 27 October 2017 and shall continue thereafter until terminated by either party giving to the other not less than three months’ prior written notice. He is subject to retirement at the first general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Bye-laws. Mr. Chen is entitled to receive an annual director’s emolument of HK\$3,500,000, which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company. The director’s emolument of Mr. Chen is subject to review by the Board and the remuneration committee of the Company from time to time.

Other than the relationship arising from him being an executive Director, Mr. Chen does not have any relationship with any other Directors, senior management or substantial Shareholders, or controlling Shareholders.

As at the Latest Practicable Date, Mr. Chen does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Chen involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Chen that need to be brought to the attention of the Shareholders.

Mr. Chow Chi Wah Vincent (“Mr. Chow”)

Mr. Chow, aged 51, was appointed as the executive Director on 30 October 2019. He is a fellow member of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He obtained a Master’s degree in Professional Accounting from the Hong Kong Polytechnic University. Mr. Chow has over twenty years’ experience in the finance and accounting fields in Hong Kong. Mr. Chow was appointed as an executive director and the managing director of Code Agriculture (Holdings) Limited (Stock Code: 8153, a company listed on the GEM of the Stock Exchange) from 25 June 2019. Mr. Chow was appointed as an independent non-executive director of Celebrate International Holdings Limited (Stock Code: 8212, a company listed on the GEM of the Stock Exchange) since 31 August 2018. Mr. Chow was the executive director of Oshidori International Holdings Limited (“**Oshidori**”) (Stock Code: 622) since 1 June 2016 and the company secretary of Oshidori since 12 July 2016. He was appointed as the managing director of Oshidori since 5 April 2017. He resigned all the positions from Oshidori on 29 October 2019. Mr. Chow was an independent non-executive director of Imagi International Holdings Limited (Stock Code: 585) for the period from 28 January 2016 to 10 April 2017. Mr. Chow was an executive director of Mascotte Holdings Limited, now renamed HengTen Networks Group Limited (Stock Code: 136) for the period from 3 November 2014 to 26 October 2015, which the above three companies are listed on the main board of the Stock Exchange. Mr. Chow did not hold any other directorship in any other listed companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Chow entered into an appointment letter with the Company on 30 October 2019 for an initial term of one year commencing from 30 October 2019 and shall continue thereafter until terminated by either party giving to the other not less than three months’ prior written notice. He is subject to retirement at the first general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Bye-laws. Mr. Chow is entitled to receive a monthly director’s emolument of HK\$100,000, which is determined with reference to the prevailing market rate and his duties and responsibilities in the Company. The director’s emolument of Mr. Chow is subject to review by the Board and the remuneration committee of the Company from time to time.

Other than the relationship arising from him being an executive Director, Mr. Chow does not have any relationship with any other Directors, senior management or substantial Shareholders, or controlling Shareholders.

As at the Latest Practicable Date, Mr. Chow does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Chow involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Chow that need to be brought to the attention of the Shareholders.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tang King Shing, GBS, PDSM (“Mr. Tang”)

Mr. Tang, aged 65, is the independent non-executive Director. Mr. Tang holds a Master’s Degree in International and Public Affairs from The University of Hong Kong. In March 2013, Mr. Tang was appointed as a member of the National Committee of the Chinese People’s Political Consultative Conference of the People’s Republic of China. In June 2013, he was appointed as a director of the Hong Kong News-Expo. In September 2017, he was appointed as the Chairman of the Country and Marine Parks Board of the Agriculture, Fisheries and Conservation Department for a term of two years and he is an honorary advisor of Hong Kong Strategy.

Mr. Tang took office (until retirement) as Commissioner of Hong Kong Police from January 2007 to January 2011. He served as vice chairman and executive director of the board of Hong Kong Airlines from 28 September 2016 to 17 December 2018. He also served as an independent non-executive director of Kingboard Chemical Holdings Limited (stock code: 148) and as a non-executive director of Hong Kong International Construction Investment Management Group Co., Limited (stock code: 687) from 1 August 2013 to 1 November 2016 and from 15 July 2017 to 3 May 2019 respectively, all of which are listed on the main board of the Stock Exchange. Mr. Tang did not hold any other directorship in any other listed companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Mr. Tang entered into an appointment letter with the Company on 1 February 2017 for an initial term of one year commencing from 1 February 2017 and shall continue thereafter until terminated by either party giving to the other not less than three months’ prior written notice. He is subject to retirement at the first general meeting of the Company after his appointment and thereafter subject to retirement by rotation at least once every three years in accordance with the Bye-laws. Mr. Tang is entitled to receive an annual director’s emolument of HK\$300,000, which is determined with reference to prevailing market rate and his duties and responsibilities in the Company. The director’s emolument of Mr. Tang is subject to review by the Board and the remuneration committee of the Company from time to time.

Other than the relationship arising from him being an independent non-executive Director, Mr. Tang does not have any relationship with any other Directors, senior management or substantial Shareholders, or controlling Shareholders.

As at the Latest Practicable Date, Mr. Tang does not have any interests in the securities of the Company within the meaning of Part XV of the SFO.

There is no information which is discloseable nor is/was Mr. Tang involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there are no other matters concerning Mr. Tang that need to be brought to the attention of the Shareholders.

This Appendix serves as an explanatory statement as required by the Listing Rules to provide the requisite information to you for your consideration of the New Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 5,250,019,852 Shares of HK\$0.05 each.

Subject to the passing of the ordinary resolution no. 4 set out in the notice of the AGM in respect of the granting of the New Repurchase Mandate and assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised under the New Repurchase Mandate to repurchase a maximum of 525,001,985 Shares (representing 10% of the total number of Shares in issue as at the Latest Practicable Date) during the period in which the New Repurchase Mandate remains in force.

2. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek a general authority from the Shareholders to enable the Directors to repurchase the Shares in the market. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the laws of Bermuda and/or any other applicable laws.

The Company is empowered by its memorandum of association and the Bye-laws to repurchase its Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2019) in the event that the New Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period.

However, the Directors do not intend to exercise the New Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, as a result of share repurchase by the Company, a Shareholder’s proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code), could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following entities/persons were directly or indirectly interested in 5% or more of the issued Shares:

Name of Shareholder	Beneficial Owner	Interests of Controlled Corporation	Approximate percentage (%) of issued share capital as at the Latest Practicable Date	Approximate percentage (%) of issued share capital if the New Repurchase Mandate is fully exercised
Satinu Resources Group Ltd. (“Satinu”) <i>(Note)</i>	–	3,937,234,889	74.99%	83.33%
Songbird SG PTE. LTD. (“Songbird SG”)	3,937,234,889	–	74.99%	83.33%

Note:

Satinu indirectly wholly owns Yellowbird Capital Management (GP) Limited, which is the general partner of Yellowbird Special Opportunities Fund, L.P. (“Yellowbird Fund”). Yellowbird Fund indirectly wholly owns Songbird SG, which in turn owns 74.99% of the issued shares in the Company.

In the event that the Directors exercise in full the New Repurchase Mandate which is to be approved by the Shareholders, the aforesaid interests of the abovementioned substantial Shareholders in the issued share capital of the Company would be proportionally increased as set out above. Songbird SG and Satinu (together the “**Concert Group**”), who are presumed to be acting in concert under the Takeover Code, were interested in an aggregate of 3,937,234,889 Shares, representing approximately 74.99% of the issued Shares carrying voting rights. The percentage of shareholding of the Concert Group will increase to approximately 83.33% of the issued Shares immediately following the full exercise of the New Repurchase Mandate. Save as disclosed, the Directors are not aware of any consequence which would arise under the Takeovers Code as a result of any repurchase pursuant to the New Repurchase Mandate.

Nevertheless, the Directors do not intend to exercise the New Repurchase Mandate to such extent as would, in the circumstances, trigger any potential consequences under Rule 26 of the Takeover Codes. In any event, the New Repurchase Mandate will be exercised only if the number of Shares held by the public would not fall below 25% following such exercise.

6. DIRECTORS’ UNDERTAKING

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of New Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of New Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the New Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Bye-laws, the laws of Bermuda or any applicable law.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) has been made by the Company during the six months immediately preceding the Latest Practicable Date.

8. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the last twelve months are as follows:

Month	Price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2019		
April	0.560	0.390
May	0.560	0.190
June	0.245	0.217
July	0.240	0.200
August	0.213	0.179
September	0.218	0.175
October	0.220	0.184
November	0.208	0.180
December	0.200	0.180
2020		
January	0.190	0.172
February	0.180	0.128
March	0.143	0.085
April (up to and including the Latest Practicable Date)	0.105	0.075

NOTICE OF AGM



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Tai United Holdings Limited (“Company”) will be held at YUE – Function Room V5A, 1/F., City Garden Hotel, 9 City Garden Road, North Point, Hong Kong, on Thursday, 18 June 2020 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors (“**Directors**”) and the auditors (“**Auditors**”) ‘of the Company for the year ended 31 December 2019.
2. (i) To re-elect the following retiring Directors:
 - (a) Mr. Chen Weisong, as executive Director;
 - (b) Mr. Chow Chi Wah Vincent, as executive Director; and
 - (c) Mr. Tang King Shing as independent non-executive Director.
- (ii) To authorise the board of Directors (“**Board**”) to appoint additional Director(s).
- (iii) To authorise the Board to fix the remuneration of the Directors.
3. To re-appoint Deloitte Touche Tohmatsu as the Auditors and to authorise the Board to fix the remuneration of the Auditors.

AS SPECIAL BUSINESS, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

4. **“THAT:**
 - (a) subject to paragraph (b) of this resolution, the exercise by the Directors from time to time during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase shares of HK\$0.05 each in the share capital of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed

NOTICE OF AGM

and recognised by The Securities and Futures Commission of Hong Kong (“SFC”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the rules and regulation of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (b) the aggregate number of Shares which the Directors are authorised to exercise the powers of the Company to repurchase pursuant to the approval in paragraph (a) of this resolution above shall not exceed 10% of the aggregate number of Shares in issue at the date of passing of this resolution and the authority pursuant to paragraph (a) above shall be limited accordingly;
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (“**Bye-laws**”) or the Companies Act 1981 of Bermuda (as amended, supplemented or modified from time to time) or any other applicable laws to be held; and
- iii. the passing of an ordinary resolution by the shareholders of the Company (“**Shareholders**”) in general meeting revoking or varying the authority given to the Directors by this resolution.”

5. “**THAT:**

- (a) subject to paragraph (c) of this resolution and pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (“**Listing Rules**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue, grant, distributes and otherwise deal with additional Shares (as hereinafter defined) and to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which would or might require Shares to be allotted after the end of the Relevant Period;

NOTICE OF AGM

- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution during the Relevant Period, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares pursuant to the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities of the Company; or (iii) an issue of Shares upon the exercise of subscription rights under any option scheme or similar arrangement of Shares or rights to acquire Shares; or (iv) an issue of Shares pursuant to any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the memorandum of association and the Bye-laws, shall not exceed 20% of the aggregate number of Shares in issue as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- i. the conclusion of the next annual general meeting of the Company;
- ii. the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or the Companies Act 1981 of Bermuda (as amended, supplemented or modified from time to time) or any other applicable laws to be held; and
- iii. the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares or issue of options, warrants or other securities giving the right to subscribe for Shares, open for a period fixed by the Directors to holders of Shares, or any class of shares of the Company, whose names appear on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their holdings of such shares (or, where appropriate such other securities) as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

NOTICE OF AGM

6. “**THAT:**

conditional upon the passing of resolutions nos. 4 and 5 set out in the notice convening this meeting, the unconditional general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to resolution no. 5 set out in the notice convening this meeting be and is hereby extended by the addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 4 set out in the notice convening this meeting, provided that such extended amount shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing of this resolution.”

By Order of the Board
Tai United Holdings Limited
Kwong Kai Sing Benny
Chief Executive Officer

Hong Kong, 29 April 2020

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place of
business in Hong Kong:*
Room 2902, 29th Floor
China United Centre
28 Marble Road
North Point
Hong Kong

Notes:

1. A form of proxy for use at the AGM is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer or attorney duly authorised.
3. Any Shareholder entitled to attend and vote at the AGM convened by the above notice shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A proxy need not be a Shareholder.
4. To be effective, the form of proxy, 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, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event by 10:30 a.m. on Tuesday, 16 June 2020 or not later than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be).
5. Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the AGM convened and in such event, the form of proxy will be deemed to be revoked.

NOTICE OF AGM

6. Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the AGM, whether in person or by proxy, the vote of the senior who tenders a vote shall be accepted to the exclusion of votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
7. For the purpose of determining eligibility to attend and vote at the AGM as members of the Company, the register of members of the Company will be closed from Monday, 15 June 2020 to Thursday, 18 June 2020, both days inclusive, on which period no transfer of the Shares will be registered. All transfers of Shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged for registration with the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 12 June 2020.
8. If typhoon signal no. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the AGM but before it has commenced, the AGM will be postponed. The Company will publish an announcement on the website of the Company at www.irasia.com/listco.hk/taiunited/index.htm and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and place of the rescheduled meeting.
9. In view of the ongoing coronavirus disease (COVID-19) epidemic and recent development for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to prevent attending Shareholders, staff and other stakeholders from the risk of infection:
 - i. compulsory body temperature check will be conducted on every attendee at the entrance of the AGM venue;
 - ii. every attendee to enter the AGM venue is required to wear surgical face mask at all times until after they have left the venue (please note that no masks will be provided at the AGM venue and attendees should bring their own masks); and
 - iii. no refreshments or drinks will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

Shareholders are strongly recommended to consider appointing the chairman of the AGM as their proxy to vote on the resolutions for them, instead of attending the AGM in person.

As at the date of this circular, the Board comprises the following Directors:

Executive Directors:

Dr. Kwong Kai Sing Benny (*Chief Executive Officer*)
Mr. Chen Weisong
Mr. Chow Chi Wah Vincent

Independent non-executive Directors:

Dr. Gao Bin
Ms. Liu Yan
Mr. Tang King Shing