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## **CLARIFICATION ANNOUNCEMENT NOTICE OF THE ANNUAL GENERAL MEETING**

Reference is made to the notice of the annual general meeting (the “**AGM**”) of Tai United Holdings Limited (the “**Company**”) dated 28 April 2017 (the “**AGM Notice**”), the circular of the Company dated 28 April 2017 (the “**Circular**”) containing the AGM Notice and the proxy form (the “**Proxy Form**”) for use by the shareholders of the Company at the AGM to be held at Suites 1206-1209, 12th Floor, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Monday, 5 June 2017 at 11:00 a.m. or at any adjournment thereof (as the case may be). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to clarify that there are inconsistencies in the order of resolutions 4 and 5 between the AGM Notice and the Proxy Form. Accordingly, resolutions 4 and 5 in the AGM Notice should be amended as follows:-

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 (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**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 as 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 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 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 Listing Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange, 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;
- (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 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 of the Company, 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 of the Company 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 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).”

The Company also confirms that, except as clarified above, all other contents of the AGM Notice, the Circular and the Proxy Form are correct and remained unchanged. This clarification announcement is supplemental to and should be read in conjunction with the AGM Notice, the Circular and the Proxy Form and in that connection, the existing English and Chinese versions of the AGM Notice (except as clarified above), the Circular and the Proxy Form in the form as they are now in will continue to be valid. The Proxy Form which has been despatched for the purpose of the AGM will remain valid for use for the AGM.

By Order of the Board  
**Tai United Holdings Limited**  
**Chua Hwa Por**  
*Chairman*

Hong Kong, 10 May 2017

*As at the date of this announcement, the Board comprises Mr. Chua Hwa Por, Dr. Meng Zhaoyi, Mr. Xu Ke, Mr. Ye Fei, Dr. Liu Hua and Mr. Wang Qiang as executive Directors; and Mr. Mao Kangfu, Dr. Gao Bin, Ms. Liu Yan and Mr. Tang King Shing as independent non-executive Directors.*