
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 a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **AMCO United Holding Limited**, you should at once hand this circular together with the form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the SGM to be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 18 August 2022 at 11:00 a.m. is set out on pages 14 to 16 of this circular.

Whether or not you are able to attend and vote at the SGM, you are requested to read the notice and to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022) as soon as possible and in any event not less than forty-eight (48) hours before the time fixed for holding the SGM or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjourned meeting thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

In view of the ongoing novel coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the SGM to protect attending Shareholders, staff and other stakeholders from the risk of infection: (i) compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendee at the entrance of the SGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the SGM venue or be required to leave the SGM venue; (ii) the Company strongly recommends attendees to wear surgical face masks inside the SGM venue at all times, and to maintain a safe distance between seats; and (iii) no refreshments and drink will be served, and there will be no corporate gifts. To the extent permitted under law, the Company reserves the right to deny entry into the SGM venue or require any person to leave the SGM venue in order to ensure the safety of the attendees at the SGM.

In the interest of all stakeholders' health and safety and to be consistent with the recent COVID-19 guidelines for prevention and control of the spread of the novel coronavirus (COVID-19) pandemic at the SGM, the Company reminds all Shareholders that physical attendance in person at the SGM is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions inserted, the Shareholders may appoint the chairman of the SGM as their proxy to vote on the relevant resolution at the SGM instead of attending the SGM in person.

The proxy form is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the proxy form can be downloaded from the Stock Exchange's website at <http://www.hkexnews.hk> or the "Investor Relations" section of the Company's website at www.amco-united.com. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

* For identification purposes only

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DEFINITIONS

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

“Board”	the board of directors of the Company;
“Business Day”	a day (other than a Saturday and Sunday) on which licensed banks are generally open for business more than five hours in Hong Kong;
“CCASS”	Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited;
“Company”	AMCO United Holding Limited, a company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 630);
“Consolidated Share”	Share of par value of HK\$0.05 each in the share capital of the Company upon completion of the proposed Share Consolidation;
“Director”	a director of the board of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	22 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Committee”	the listing committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SGM”	the special general meeting of the Company to be convened to consider and, if thought fit, to approve, among other things, the proposed Share Consolidation;
“Share”	ordinary share of par value of HK\$0.01 each in the share capital of the Company;

DEFINITIONS

“Share Consolidation”	the proposed consolidation of every 5 issued and unissued Shares of par value of HK\$0.01 each into one Consolidated Share of par value of HK\$0.05 each;
“Shareholders”	shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

EXPECTED TIMETABLE

The expected timetable for the proposed Share Consolidation is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	Time and date 2022
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the SGM	4:30 p.m. on Friday, 12 August
Closure of register of members for the entitlement to attend and vote at the SGM	Monday, 15 August to Thursday, 18 August (both days inclusive)
Latest time for return of proxy form of the SGM (not less than 48 hours prior to time of the SGM)	11:00 a.m. on Tuesday, 16 August
SGM	11:00 a.m. on Thursday, 18 August
Announcement of results of the SGM	Thursday, 18 August
 The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation as set out in this circular. 	
Effective Date of the Share Consolidation	Monday, 22 August
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Monday, 22 August
Original counter for trading in Shares in existing Shares in board lots of 10,000 Shares temporarily closes	9:00 a.m. on Monday, 22 August
Temporary counter for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 22 August

EXPECTED TIMETABLE

Event	Time and date 2022
First day for free exchange of existing share certificates for new share certificates for Consolidated Shares commences	9:00 a.m. on Monday, 22 August
Original counter for trading in Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Monday, 5 September
Designated broker starts to stand in the market to provide matching services for the sale and purchase of odd lots of Consolidated Shares	9:00 a.m. on Monday, 5 September
Parallel trading in Consolidated Shares (in the form of new and existing share certificates) begins	9:00 a.m. on Monday, 5 September
Designated broker ceases to stand in the market to provide matching services for the sale and purchase of odd lots of Consolidated Shares	4:00 p.m. on Monday, 26 September
Temporary counter for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Monday, 26 September
Parallel trading in Consolidated Shares (in the form of new and existing certificates) ends	4:10 p.m. on Monday, 26 September
Last day for free exchange of existing certificates for new certificates for Consolidated Shares	Wednesday, 28 September

LETTER FROM THE BOARD



(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

Executive Directors:

Mr. ZHANG Hengxin (*Chairman*)

Mr. JIA Minghui

Independent Non-executive Directors:

Mr. CHAN Tsz Keung

Mr. AU YEUNG Ming Yin Gordon

Mr. GUO Zhenhui

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Place of Business:

Unit 1104, Crawford House

70 Queen's Road Central, Central

Hong Kong

27 July 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 13 July 2022 in relation to, among other matters, the proposed Share Consolidation. The purpose of this circular is to provide you with more information regarding the proposed Share Consolidation and the notice of SGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the proposed Share Consolidation on the basis that every 5 issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into one Consolidated Share of par value of HK\$0.05 each.

* *For identification purposes only*

LETTER FROM THE BOARD

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$400,000,000 divided into 40,000,000,000 Shares of par value of HK\$0.01 each, of which 2,418,879,481 Shares have been issued and are fully paid or credited as fully paid. Assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the SGM, immediately after the proposed Share Consolidation becoming effective, the authorised share capital of the Company will become HK\$400,000,000 divided into 8,000,000,000 Consolidated Shares of par value of HK\$0.05 each, of which 483,775,896 Consolidated Shares will be in issue.

The Consolidated Shares will rank *pari passu* in all respects with each other in accordance with Memorandum of Association and Bye-Laws of the Company and as to all future dividends and distributions which are declared, made or paid. There will be no change in the relative rights of the Shareholders. Other than the expenses to be incurred in relation to the Share Consolidation (including without limitation professional fees and printing fees), the implementation of the Share Consolidation will not, in itself, alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares which may arise.

Conditions of the Share Consolidation

The proposed Share Consolidation is conditional upon:

- (i) the passing of the relevant resolution to approve the proposed Share Consolidation by the Shareholders at the SGM;
- (ii) the compliance with all relevant procedures and requirements under Bermuda law (where applicable) to effect the Share Consolidation; and
- (iii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares.

Subject to the satisfaction of all the above conditions, it is expected that the Share Consolidation will become effective on the Effective Date, i.e. being the second Business Day immediately following the date of passing the relevant ordinary resolution approving the Share Consolidation at the SGM.

As at the Latest Practicable Date, none of the above conditions has been fulfilled.

LETTER FROM THE BOARD

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares. All necessary arrangements will be made for the Consolidated Shares to be admitted into the CCASS. The Share Consolidation will be conducted in accordance with the provisions in the Bye-laws.

Subject to the granting of the listing of, and the permission to deal in, the existing Shares on the Stock Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the existing Shares or debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time of the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, the Company has 428,000,000 outstanding Share Options and has outstanding scheme mandate limit under the Share Option Scheme which refreshed in the annual general meeting of the Company dated 30 June 2022 is 241,887,948 existing Shares, after the Share Consolidation becoming effective, the outstanding scheme mandate limit under the Share Option Scheme will become 48,377,589 Consolidated Shares.

Save as aforesaid, the Company has no other outstanding convertible securities, shares options or warrants in issue which confer any right to subscribe for, convert or exchange into shares of the Company.

LETTER FROM THE BOARD

Pursuant to the terms of the Share Option Scheme, the Share Consolidation will cause adjustments (“**Adjustments**”) to the respective conversion prices of the outstanding Share Options and the number of Consolidated Shares to be issued upon the exercise of the Share Options as follows.

Name of grantee	Date of grant	Before Adjustments		After Adjustments	
		Outstanding share options	Exercise price <i>HK\$</i>	Outstanding share options	Exercise price <i>HK\$</i>
Directors					
Zhang Hengxin	4 May 2020	18,620,000	0.087	3,724,000	0.435
Jia Minghui	4 May 2020	18,620,000	0.087	3,724,000	0.435
Au Yeung Ming Yin Gordon	4 May 2020	18,620,000	0.087	3,724,000	0.435
Sub-total		<u>55,860,000</u>		<u>11,172,000</u>	
Employees					
	4 May 2020	130,340,000	0.087	26,068,000	0.435
	21 April 2022	<u>241,800,000</u>	0.072	<u>48,360,000</u>	0.360
Sub-total		<u>372,140,000</u>		<u>74,428,000</u>	
Total		<u><u>428,000,000</u></u>		<u><u>85,600,000</u></u>	

The Company will appoint its auditor or independent financial advisors to review and certify the basis of such adjustments to the respective conversion prices of the outstanding Share Options and the number of Consolidated Shares to be issued upon the exercise of the share options in accordance with (i) the requirements set out in Rule 17.03(13) of the Listing Rules, (ii) the supplementary guideline regarding the adjustments to Share Options issued by the Stock Exchange on 5 September 2005 and (iii) the terms of the Share Option Scheme. The Company will make further announcements regarding the adjustments in accordance with the Listing Rules in due course.

LETTER FROM THE BOARD

SHARE CAPITAL STRUCTURE OF THE COMPANY BEFORE AND AFTER THE SHARE CONSOLIDATION

The following table sets out the effect on the share capital structure of the Company before and immediately after the Share Consolidation, assuming that no further Shares will be issued from the Latest Practicable Date up to the Effective Date:

	Before the Share Consolidation	After the Share Consolidation
Par value per share of the Company	HK\$0.01	HK\$0.05
Authorized share capital of the Company	HK\$400,000,000	HK\$400,000,000
Number of authorized ordinary shares of the Company	40,000,000,000	8,000,000,000
Issued share capital of the Company	HK\$24,188,794.81	HK\$24,188,794.80
Number of issued ordinary shares of the Company	2,418,879,481	483,775,896

BOARD LOT SIZE

As at the date of this circular, the Shares are traded on the Stock Exchange in the board lot size of 10,000 Shares. No change to the board lot size is being contemplated as a result of the Share Consolidation.

Based on the closing price of HK\$0.051 per Share (equivalent to HK\$0.255 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of the Shares is HK\$510 and the theoretical market value of each board lot of the Consolidated Shares, assuming the proposed Share Consolidation had become effective, would be HK\$2,550.

REASONS FOR THE PROPOSED SHARE CONSOLIDATION

The “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 1 October 2020 has stated that market price of the Shares at a level less than HK\$0.01 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules.

Taking into account of the closing price of HK\$0.051 per Share on 22 July 2022 (being the Latest Practicable Date), the Share Consolidation would enable the Company to comply with the trading requirements under the Listing Rules.

The Share Consolidation will increase the nominal value of the Shares and will reduce the total number of Shares currently in issue. As such, it is expected that the Share Consolidation will bring about a corresponding upward adjustment in the trading price of the Shares.

LETTER FROM THE BOARD

As set out in the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited, the value of each board lot shall not be less than HK\$2,000. Based on the closing price of HK\$0.051 per Share (equivalent to the theoretical closing price of HK\$0.255 per Consolidated Share upon the Share Consolidation becoming effective) as at the date of this circular, (i) the value per board lot of 10,000 Existing Shares is HK\$510; and (ii) the value per board lot of 10,000 Consolidated Shares would be HK\$2,550 on the assumption that the Share Consolidation becomes effective.

Based on the above, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and its Shareholders as a whole.

CORPORATE ACTION PLAN OF THE COMPANY

As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any plan, arrangement, understanding, intention, negotiation (either concluded or in process) on any fund raising activities or precise investment opportunities and has no immediate plan for issue of new Shares. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising and/or investment opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will not be issued by the Company to the Shareholders. Any fractional entitlements of Consolidated Shares will be aggregated, sold and retained for the benefit of the Company.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling the Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

LETTER FROM THE BOARD

Arrangement on odd lot trading

In order to facilitate the trading of odd lots of Consolidated Shares, the Company has appointed China Prospect Securities Limited as an agent to provide matching services on a best-efforts basis regarding the sale and purchase of odd lots of the Consolidated Shares from Monday, 5 September 2022 to Monday, 26 September 2022 (both days inclusive). Shareholders should note that matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder who is in any doubt about the odd lots arrangement is recommended to consult his/her/its own professional advisers. Shareholders who wish to take advantage of this service should contact Mr. Wong Kwai Chiu of China Prospect Securities Limited at telephone number (+852) 3899 1600 during office hours of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Free exchange of Consolidated Shares' certificates

Subject to the proposed Share Consolidation becoming effective, which is expected to be on Monday, 22 August 2022, Shareholders may, during the period from Monday, 22 August 2022 to Wednesday, 28 September 2022 (both days inclusive) between 9:00 a.m. and 4:30 p.m. on any Business Day, submit share certificates for the existing Shares in green colour to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, to exchange, at the expense of the Company, for new certificates of the Consolidated Shares in red colour. Thereafter, each share certificate for the existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may be from time to time be specified by the Stock Exchange) for each new share certificate issued for the Consolidated Shares or each share certificate for the existing Shares submitted for cancellation, whichever the number of certificates issued or cancelled is higher. Nevertheless, the share certificates for the existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time but are not accepted for trading, settlement and registration upon completion of the proposed Share Consolidation.

LETTER FROM THE BOARD

SGM

A notice convening the SGM to be held at Portion 2, 12/F, The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 18 August 2022 at 11:00 a.m. is set out on pages 14 to 16 of this circular.

LISTING RULES REQUIREMENT

As at the Latest Practicable Date, no Shareholder is required to abstain from voting at the AGM under the Listing Rules. According to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll except where the chairman of meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the SGM will be taken by way of poll.

ACTION TO BE TAKEN

A form of proxy for use at the SGM is enclosed herewith. Whether or not you intend to attend the SGM, you are requested to complete the form of proxy and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022) as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM 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 SGM or any adjournment thereof (as the case may be) should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 15 August 2022 to Thursday, 18 August 2022 (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 meeting, all transfers of Shares of the Company accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Friday, 12 August 2022.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors believe that the resolution in relation to the proposed Share Consolidation as set out in the SGM Notice is in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of the resolution set out in the SGM Notice.

Yours faithfully,
By order of the Board
AMCO United Holding Limited
ZHANG Hengxin
Chairman and Managing Director

NOTICE OF SGM



(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the special general meeting (the “**SGM**”) of shareholders of AMCO United Holding Limited (the “**Company**”) will be held at Portion 2, 12/F, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 18 August 2022 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** subject to the fulfilment of all the conditions (the “**Conditions**”) set out in the section headed “Conditions of the Share Consolidation” in the circular of the Company dated 27 July 2022, a copy of which has been tabled at the SGM marked “A” and initialled by the chairman of the SGM for the purpose of identification, with effect from the second business day immediately following the date on which this resolution is passed or the Conditions are fulfilled (whichever is later):

- (a) every 5 issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be and are hereby consolidated into 1 consolidated share of HK\$0.05 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”), such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of the shares contained in the memorandum and articles of association of the Company;
- (b) all fractional entitlements to the issued Consolidated Shares resulting from the Share Consolidation (if any) will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold and the net proceeds shall be retained for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and

* For identification purposes only

NOTICE OF SGM

- (c) any one of the Directors be and is hereby authorised to do all such acts and things and sign, execute and deliver all documents (including affixing the common seal of the Company if appropriate) he or she considers necessary, desirable or expedient to give effect to the Share Consolidation and the transactions contemplated thereunder.”

By order of the Board
AMCO United Holding Limited
ZHANG Hengxin
Chairman and Managing Director

Hong Kong, 27 July 2022

Notes:

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him/her and vote on his/her behalf at the SGM. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation is entitled to exercise the same powers on behalf of the member of the Company which he/she or they represent as such member of the Company could exercise.
2. The form of 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 common seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of a form of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such form of proxy on behalf of the corporation without further evidence of the fact.
3. For determining the entitlement to attend and vote at the SGM, the register of members of the Company will be closed from Monday, 15 August 2022 to Thursday, 18 August 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, unregistered holders of shares should ensure that all the share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 12 August 2022.
4. The form of proxy and (if required by the Board of Directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's branch share registrar in Hong Kong, Tricor Standard Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (which will be relocated to 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong with effect from 15 August 2022) as soon as possible and in any event not less than forty-eight (48) hours before the time fixed for holding the SGM or adjourned meeting thereof at which the person named in the form of proxy proposes to vote, and in default the form of proxy shall not be treated as valid.
5. Delivery of a form of proxy shall not preclude a member of the Company from attending and voting in person at the SGM convened and in such event, the form of proxy shall be deemed to be revoked.

NOTICE OF SGM

6. Where there are joint holders of any share, any one of such joint holders may vote at the SGM, 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 be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

As at the date of this notice, Mr. Zhang Hengxin and Mr. Jia Minghui are the Executive Directors; and Mr. Chan Tsz Keung, Mr. Au Yeung Ming Yin Gordon and Mr. Guo Zhenhui are the Independent Non-executive Directors.