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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your 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 and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND
ADOPTION OF NEW BYE-LAWS,
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of AMCO United Holding Limited to be held at Portion 2, 12/F., The Center, 99 Queen's Road Central, Central, Hong Kong on Monday, 24 June 2024 at 10:30 a.m. is set out on pages 21 to 26 of this circular. Whether or not you intend to attend the meeting, you are requested to complete the accompanying 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 Standard Limited of 17/F Far East Finance Centre, 16 Harour Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 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 meeting 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.

21 May 2024

* For identification purposes only

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Central, Hong Kong on Monday, 24 June 2024 at 10:30 a.m.;
“AGM Notice”	the notice convening the AGM as set out on pages 21 to 26 of this circular;
“Board”	the board of Directors or a duly authorised committee thereof for the time being;
“Bye-laws”	the then effective bye-laws of the Company as amended from time to time, and references to “Bye-law” shall be construed accordingly;
“Company”	AMCO United Holding Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange;
“Director(s)”	the director(s) of the Company for the time being;
“Group”	the Company and its subsidiaries;
“Existing Bye-laws”	the existing Bye-laws of the Company adopted by a special resolution passed on 29 June 2023;
“HK\$”	Hong Kong dollar(s), the lawful currency for the time being of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	17 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	Main Board of the Stock Exchange;

DEFINITIONS

“New Bye-laws”	the second amended and restated bye-laws proposed to be adopted by the Company with immediate effect after the close of the AGM following the passing of the relevant special resolution, as set out in Appendix III to this circular;
“Ordinary Resolution(s)”	the proposed ordinary resolution(s) as referred to in the AGM Notice;
“Proposed Amendments”	the proposed amendments to the Existing Bye-laws as set out in Appendix III to this circular;
“Repurchase Mandate”	a general mandate to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in Ordinary Resolution No. 5 in the AGM Notice up to 10% of the total number of Shares in issue of the Company as at the date of passing the Ordinary Resolution No. 5;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share Issue Mandate”	a general mandate to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in Ordinary Resolution No. 4 in the AGM Notice up to 20% of the total number of Shares in issue of the Company as at the date of passing the Ordinary Resolution No. 4;
“Share(s)”	share(s) of HK\$0.05 each in the capital of the Company;
“Shareholder(s)”	registered holder(s) of the Share(s);
“Share Option Scheme”	the share option scheme adopted by the Company on 30 June 2015;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

Executive Directors:

Mr. JIA Minghui (*Chairman*)
Mr. ZHANG Hengxin (*Managing Director*)

Independent Non-executive Directors:

Mr. AU YEUNG Ming Yin Gordon
Mr. GUO Zhenhui
Ms. YE Mengmei

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business

in Hong Kong:
Unit 1104, Crawford House
70 Queen's Road Central, Central
Hong Kong

21 May 2024

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS,
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,
PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND
ADOPTION OF NEW BYE-LAWS
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 the retiring Directors; (ii) the grant of the Share Issue Mandate; (iii) the grant of the Repurchase Mandate; (iv) the extension of the general mandate to issue Shares; and (v) the Proposed Amendments to the Existing Bye-laws and the adoption of the New Bye-laws, and to give you the AGM Notice.

* *For identification purposes only*

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 87 of the Bye-laws, Mr. Jia Minghui and Mr. Au Yeung Ming Yin Gordon shall retire by rotation from office at the AGM, who being eligible, will offer themselves for re-election at the AGM.

In accordance with Bye-law 86 of the Bye-laws, Ms. Ye Mengmei shall retire by rotation from office at the forthcoming AGM, and being eligible, will offer herself for re-election.

In March 2024, the nomination committee of the Company (the “Nomination Committee”), after having reviewed the profile of the retiring Directors who will offer themselves for re-election at the AGM to consider their suitability in light of the structure, size and composition of the Board, nominated Mr. Jia Minghui, Ms. Ye Mengmei and Mr. Au Yeung Ming Yin Gordon to the Board for it to recommend to the Shareholders for re-election as Directors at the AGM. The Board accepted the nomination by the Nomination Committee and recommended of Mr. Jia Minghui, Ms. Ye Mengmei and Mr. Au Yeung Ming Yin Gordon to stand for re-election by the Shareholders at the AGM.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, character and integrity, professional qualifications, skills, knowledge and experience, and potential time commitment for the board and/or committee responsibilities), with due regard for the benefits of diversity as set out under the board diversity policy of the Company. The Nomination Committee had also taken into account the respective contributions of Mr. Jia Minghui, Ms. Ye Mengmei and Mr. Au Yeung Ming Yin Gordon to the Board and their commitment to their roles.

In recommending each of Mr. Jia Minghui, Ms. Ye Mengmei and Mr. Au Yeung Ming Yin Gordon to stand for re-election as Director, the Nomination Committee has considered the following backgrounds and attributes of the nominees concerned:-

- (a) Mr. Jia Minghui obtained a Master Degree of Development Economics from the School of Oriental and African Studies, University of London, United Kingdom in 2013. Mr. Jia has extensive experience in the international finance and project management. He had been working in the financial conglomerate in the People’s Republic of China and responsible for client’s project management, projects merger and acquisition activities.
- (b) Ms. Ye Mengmei is currently an operating director of a sizable e-commerce corporation in the People’s Republic of China. She obtained a degree in Bachelor of Business English from Shanghai Jian Qiao University. Ms. Ye has solid business networks and years of management experience in the e-commerce, marketing and public relationship business.

LETTER FROM THE BOARD

- (c) Mr. Au Yeung Ming Yin Gordon is a member of the Hong Kong Institute of Certified Public Accountants. He obtained a degree in Bachelor of Business (Business Administration) from the RMIT University in Australia and a post-graduate diploma in Professional Accounting from the Hong Kong Baptist University. He has over 20 years of experience in the areas of accounting, taxation, finance and auditing and serving as company secretary in several listed companies in Hong Kong.

The Nomination Committee considered that in view of their diverse and different backgrounds, knowledge and experience in the respective fields of human resources management and manufacturing and management as mentioned above and as set out in Appendix I to this circular, Mr. Jia Minghui as Chairman and Executive Director and Mr. Au Yeung Ming Yin Gordon and Ms. Ye Mengmei as Independent Non-executive Director will bring valuable perspectives, knowledge, skills and experience to the Board for its efficient and effective functioning and their appointments will contribute to the diversity (in particular in terms of skills) of the Board appropriate to the requirements of the Company's business.

The Nomination Committee also assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules of Mr. Au Yeung Ming Yin Gordon and Ms. Ye Mengmei, and re-affirmed the independence of Mr. Au Yeung Ming Yin Gordon and Ms. Ye Mengmei.

At the AGM, resolutions will be proposed to re-elect the aforesaid retiring Directors. The biographical details of the retiring Directors proposed to be re-elected as required to be disclosed under the Listing Rules are set out in Appendix I to this circular.

3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

Share Issue Mandate

At the AGM, the Directors wish to propose an ordinary resolution as set out in Ordinary Resolution No. 4 in the AGM Notice to grant the Directors the Share Issue Mandate to allot, issue or otherwise deal with new Shares with an aggregate not exceeding 20% of the total number of Shares in issue of the Company as at the date of passing the proposed resolution at the AGM.

Based on the 967,551,792 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or repurchased by the Company prior to the AGM, subject to the passing of the Ordinary Resolution No. 4 at the AGM, the Directors will be authorised to allot, issue or otherwise deal with a maximum of 193,510,358 Shares under the Share Issue Mandate, representing 20% of the total number of Shares in issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

Repurchase Mandate

The Directors wish to propose an ordinary resolution as set out in Ordinary Resolution No. 5 in the AGM Notice to enable the Directors to exercise the power of the Company to repurchase Shares up to 10% of the total number of Shares in issue as at the date of passing the proposed resolution at the AGM. The Company's authority is restricted to repurchase Shares in the market in accordance with the Listing Rules.

Based on the 967,551,792 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are issued or repurchased by the Company prior to the AGM, subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate at the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 96,755,179 Shares.

In addition, if the Repurchase Mandate is granted, another ordinary resolution will be proposed at the AGM providing that any Shares repurchased under the Repurchase Mandate (up to a maximum of 10% of the total number of Shares in issue of the Company as at the date of granting of the Repurchase Mandate) will be added to the total number of Shares which may be allotted and issued under the Share Issue Mandate.

Pursuant to the Listing Rules, an explanatory statement containing all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the ordinary resolution to approve the Repurchase Mandate is set out in Appendix II to this circular.

Both the Share Issue Mandate and the Repurchase Mandate will expire upon the earliest of (i) the conclusion of the first annual general meeting of the Company following the passing of the resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the laws of Bermuda or the Bye-laws 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. PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND THE ADOPTION OF THE NEW BYE-LAWS

At the AGM, a special resolution will be proposed to amend the Existing Bye-laws and to adopt the New Bye-laws in substitution for, and to the exclusion of, the Bye-laws. The main reason for the adoption of the New Bye-laws is to, amongst others, (i) bring the Bye-laws in line with the latest regulatory requirements pursuant to the Proposals to Expand the Paperless Listing Regime and Other Rule Amendments published by the Stock Exchange in June 2023 and the relevant amendments made to the Listing Rules which came into effect on 31 December 2023,

LETTER FROM THE BOARD

mandating the electronic dissemination of corporate communications by listed issuers to their securities holders; and (ii) make certain minor housekeeping amendments and other consequential changes to the Existing Bye-laws.

Details of the Proposed Amendments (with mark-ups showing changes from the Existing Bye-laws) are set out in Appendix III to this circular. The Shareholders are advised that the Chinese translation of the New Bye-laws provided in Appendix III of this circular is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The Proposed Amendments and the adoption of the New Bye-laws are subject to the approval of the Shareholders by way of special resolution at the AGM. Prior to the passing of the special resolution at the AGM, the Existing Bye-laws shall remain valid.

The legal advisers to the Company as to Hong Kong laws have confirmed that the Proposed Amendments comply with the requirements of the Listing Rules and the legal advisers to the Company as to Bermuda laws have confirmed that the Proposed Amendments do not violate the applicable laws of Bermuda. The Company confirms that there is nothing unusual about the Proposed Amendments for a Bermuda-incorporated company listed on the Stock Exchange.

5. ANNUAL GENERAL MEETING

On pages 21 to 26 of this circular, you will find the AGM Notice setting out the relevant resolutions which will be proposed to approve the re-election of the retiring Directors, the grant of the Share Issue Mandate, the grant of the Repurchase Mandate the extension of the general mandate to issue Shares, the Proposed Amendments and the adoption of the New Bye-laws.

6. 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 AGM will be taken by way of poll.

7. ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed herewith. Whether or not you intend to attend the AGM, 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 of 17/F Far East Finance Centre, 16 Harour Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the

LETTER FROM THE BOARD

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 case, the form of proxy previously submitted shall be deemed to be revoked.

8. 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 inquiries, 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.

9. RECOMMENDATION

The Directors believe that the resolutions (including the resolutions for the re-election of the retiring Directors, the grant of the Share Issue Mandate, the grant of the Repurchase Mandate, the extension of general mandate to issue Shares, the Proposed Amendments and the adoption of the New Bye-laws) as set out in the AGM Notice are all in the interests of the Company and the Shareholders. Accordingly, the Directors recommend that all Shareholders should vote in favour of all the resolutions set out in the AGM Notice.

Yours faithfully,
By order of the Board
JIA Minghui
Chairman

The following are the particulars of the retiring Directors (as required by the Listing Rules) proposed to be re-elected at the AGM to be held on Monday, 24 June 2024:

Mr. JIA Minghui

Mr. JIA Minghui, aged 32, joined the Company as an Executive Director on 30 September 2016. He was appointed as the Chairman of the Company on 5 October 2023. He is the Vice President of Zhongminjinda Investment Management Limited and also the Vice President and Executive Director of Zhongminjinda International Investment Management Limited. He obtained a Master Degree of Development Economics from the School of Oriental and African Studies, University of London, United Kingdom in 2013. Mr. Jia has extensive experience in the international finance and project management. He had been working in the financial conglomerate in the People's Republic of China and responsible for client's project management, projects merger and acquisition.

There is no service contract entered into between Mr. Jia and the Company. He has no fixed term of service with the Company but he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Bye-laws.

The amount of director's emoluments paid to Mr. Jia for the year ended 31 December 2023 was HK\$240,000. The emoluments of Directors are determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to the Directors' contributions, experience and relevant duties and responsibilities within the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Jia hold 3,724,000 Share Options under the Company's Share Option Scheme which was granted to him on 4 May 2020 and represents 0.38% of the total issued share capital of the Company. Save as disclosed above, Mr. Jia does not have any interest in any Shares or underlying Share within the meaning of Part XV of the SFO.

Mr. AU YEUNG Ming Yin Gordon

Mr. AU YEUNG Ming Yin Gordon, aged 47, joined the Company as an Independent Non-executive Director on 15 March 2018. He was appointed as the chairman of the Audit Committee and a member of the Remuneration Committee on 15 March 2018. Mr. Au Yeung is the company secretary of China Finance Investment Holdings Limited (stock code: 875) since May 2019, the company secretary of Values Cultural Investment Limited (stock code: 1740) since June 2019 and the company secretary of Dadi International Group Limited (stock code: 8130) since February 2023. He is also the company secretary of Cocoon Holdings Limited (stock code: 428) since February 2019, and was the chief financial officer and company secretary of Huge China Holdings Limited (now known as Cocoon Holdings Limited) since May 2015 until August 2017. He was also the company secretary of On Real International Holdings Limited (stock code: 8245) since August 2017 until February 2019, and the company secretary of Success Dragon International Holdings Limited (stock code: 1182) since October 2017 until September 2019. Since May 2000, Mr. Au Yeung held management positions in an accounting team in ASR Logistics Holdings Limited (now known as Beijing Sports and Entertainment Industry Group Limited) (stock code: 1803) until January 2015. He has over 20 years of experience in the areas of accounting, taxation, finance and auditing. Mr. Au Yeung is a member of the Hong Kong Institute of Certified Public Accountants. He obtained a degree in Bachelor of Business (Business Administration) from the RMIT University in Australia and a post-graduate diploma in Professional Accounting from the Hong Kong Baptist University.

There is a letter of appointment entered into between the Company and Mr. Au Yeung in relation to his directorship in the Company for a period of three years commenced on 15 March 2018, which may be terminated by one month's notice in writing served by the Company to Mr. Au Yeung or by instant notice in writing served by Mr. Au Yeung to the Company. Mr. Au Yeung is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Bye-laws.

The amount of director's fee paid to Mr. Au Yeung for the year ended 31 December 2023 was HK\$180,000. The emoluments of Directors are determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to the Directors' contributions, experience and relevant duties and responsibilities within the Company and the prevailing market conditions.

As at the Latest Practicable Date, Mr. Au Yeung hold 3,724,000 Share Options under the Company's Share Option Scheme which was granted to him on 4 May 2020 and represents 0.38% of the total issued share capital of the Company. Save as disclosed above, Mr. Au Yeung does not have any interest in any Shares or underlying Share within the meaning of Part XV of the SFO.

Ms. YE Mengmei

Ms. YE Mengmei, aged 33, joined the Company as an Independent Non-executive Director on 27 June 2023. She is currently an operating director of a sizable e-commerce corporation in the People's Republic of China. She obtained a degree in Bachelor of Business English from Shanghai Jian Qiao University. Ms. Ye has solid business networks and years of management experience in the e-commerce, marketing and public relationship business.

There is a letter of appointment entered into between the Company and Ms. Ye in relation to her directorship in the Company for a period of three years commenced on 27 June 2023, which may be terminated by one month's notice in writing served by the Company to Ms. Ye or by instant notice in writing served by Ms. Ye to the Company. Ms. Ye is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the provisions of the Bye-laws.

The amount of director's fee paid to Ms. Ye for the year ended 31 December 2023 was HK\$48,000. The emoluments of Directors are determined by the Board having regard to the recommendation of the Remuneration Committee and with reference to the Directors' contributions, experience and relevant duties and responsibilities within the Company and the prevailing market conditions.

As at the Latest Practicable Date, Ms. Ye does not have any interest in any Shares or underlying Shares within the meaning of Part XV of the SFO.

General Information

Save as disclosed herein, (i) all the above retiring Directors do not hold any directorship in other listed public companies the shares of which are listed on any securities market in Hong Kong or overseas in the last three years or any position in the Group, nor they have any relationship with any Directors, senior management or substantial or controlling Shareholders of the Company; and (ii) there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders in connection with their re-election.

This appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules, to provide required information to you for your consideration as to whether to vote for or against the ordinary resolution to be proposed at the AGM for granting the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the total number of Shares in issue of the Company comprised 967,551,792 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the AGM Notice in request of the granting of the Repurchase Mandate and assuming that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 96,755,179 Shares, representing 10% of the total number of Shares in issue of the Company as at the Latest Practicable Date.

2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have a general authority from the Shareholders to enable the Company to repurchase the Shares in the market. Repurchases of the Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole. Such repurchases may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per Share and will only be made when the Directors believe that such repurchase 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 the memorandum of association and the Bye-laws, the applicable laws of Bermuda and the Listing Rules. The Company may not repurchase its own Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Bermuda laws provide that the Shares may be repurchased out of the profits of the Company and/or out of the proceed of a fresh issue of the Shares made for this purpose and/or even out of the capital paid up on the repurchased Shares.

4. GENERAL

There might be a material adverse effect on the working capital or gearing level of the Company (as compared with the position disclosed in the Company's latest published audited financial statement for the year ended 31 December 2023) in the event that the Repurchase Mandate is exercised in full at time. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstance, have a material adverse effect on the working capital or gearing level of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Highest Price HK\$	Lowest Price HK\$
2023		
May	0.072	0.060
June	0.066	0.055
July	0.066	0.054
August	0.061	0.043
September	0.059	0.040
October	0.057	0.047
November	0.062	0.046
December	0.145	0.043
2024		
January	0.145	0.114
February	0.115	0.112
March	0.119	0.108
April	0.119	0.114
May (up to the Latest Practicable Date)	0.114	0.086

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association and the Bye-Laws and the applicable laws of Bermuda.

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any Shares to the Company or its subsidiaries, as defined in the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected person, as defined in the Listing Rules, of the Company has notified the Company that he/she has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her to the Company, in the event that the Repurchase Mandate is exercised.

7. TAKEOVERS CODE

If, as a result of a repurchase of the Shares 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a 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 of the Takeovers Code.

On the basis that the total number of Shares in issue of the Company remains unchanged and no Shares are repurchased from the Latest Practicable Date to the date of the AGM, the Directors are not aware of any consequence that would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Repurchase Mandate is exercised in full.


The Directors have no present intention to exercise the Repurchase Mandate to such extent that would result in a takeover obligation or the total number of Shares in issue of the Company being held by the public falling below the prescribed minimum percentage of 25%.

8. SHARE REPURCHASES MADE BY THE COMPANY

No repurchases of Shares had been made by the Company, whether on the Stock Exchange or otherwise, in the previous six months immediately preceding the Latest Practicable Date.

The following are the proposed amendments to the Bye-Laws. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new Bye-Laws. If the serial numbering of the provisions of the Bye-Laws changed due to the addition, deletion or re-arrangement of certain provisions made in these amendments, the serial numbering of the provisions of the Bye-Laws as so amended shall be changed accordingly, including cross-references.

Note: The Bye-Laws is prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Bye-law No.	Provision in the new Bye-Laws (changes marked-up against provisions in the existing Bye-Laws)
Cover Page	<p>This is a consolidated version of the Memorandum of Association and <u>second</u> amended and restated Bye-laws of AMCO United Holding Limited formally adopted by shareholders at a general meeting. The Chinese translation thereof is for reference only and the English version shall always prevail in case of any discrepancy or inconsistency between the English version and the Chinese translation thereof.</p> <div style="text-align: center;">  <p>AMCO United Holding Limited 雋泰控股有限公司* <i>(Incorporated in Bermuda with limited liability)</i> (Stock Code : 630)</p> </div> <p style="text-align: center;">Consolidated Version of Memorandum of Association and Bye-laws</p> <p>* For identification purpose only</p>

Bye-Laws					
Cover Page	<p><u>SECOND AMENDED AND RESTATED</u></p> <p>BYE-LAWS</p> <p>OF</p> <p>AMCO UNITED HOLDING LIMITED</p> <p><i>(Incorporated in Bermuda with limited liability)</i></p> <p>(adopted pursuant to a Special Resolution passed on 24-29 June <u>June 2024-2023</u>)</p>				
1.	<p>In these Bye-laws, unless the context otherwise requires, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column.</p> <table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; width: 50%;"><u>WORD</u></th> <th style="text-align: left; width: 50%;"><u>MEANING</u></th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;"><u>“electronic communication”</u></td> <td style="vertical-align: top;"><u>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other similar means in any form through any medium;</u></td> </tr> </tbody> </table>	<u>WORD</u>	<u>MEANING</u>	<u>“electronic communication”</u>	<u>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other similar means in any form through any medium;</u>
<u>WORD</u>	<u>MEANING</u>				
<u>“electronic communication”</u>	<u>a communication sent, transmitted, conveyed and received by wire, by radio, by optical means, by electronic means or by other similar means in any form through any medium;</u>				
2.(1)	<p><u>to the extent any provision in these Bye-laws contradicts or is inconsistent with any provision of Part II or Part III of the Electronic Transactions Act 1999 (as amended from time to time) (“ETA”) or Section 2AA of the Act, the provisions in these Bye-laws shall prevail; they shall be deemed as an agreement between the Company and the members to vary the provisions of the ETA and/or to override the requirement of Section 2AA of the Act, as applicable.</u></p>				

153.	Subject to the Act, a printed copy of the Directors' report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors' report, shall be sent to each person entitled thereto at least twenty-one days before the date of the general meeting and laid before the Company in general meeting in accordance with the requirements of the Act provided that this Bye-law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.
<u>153A.</u>	<u>To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company's annual accounts and the directors' report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors' report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.</u>
<u>153B.</u>	<u>The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, in any manner permitted by these Bye-laws, including on the Company's website.</u>

160.	(1)	<p>Any Notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be given in writing or by cable, telex or facsimile transmission message and or other form of electronic transmission or electronic communication and, subject to compliance with the rules of the Designated Stock Exchange, any such Notice and (where appropriate) any other document may be given served or issued delivered by Company on or to any Member either the following means:</p>
		(a) by serving it personally or on the relevant persons;
		(b) by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose;
		(c) by delivering or, as the case may be, by transmitting leaving it at to any such address or transmitting it to any telex or facsimile transmission number supplied as aforesaid;
		(d) by placing an him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or other publication and where applicable, or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange.
		(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Bye-law 160(3) subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (including implied or deemed consent) from such person;
		(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (including implied or deemed consent) from such person;
		(g) by sending or otherwise making it available to such person through such other means, whether electronically or otherwise, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations.

	(2)	In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.
	(3)	<u>Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Bye-laws may register with the Company an electronic address to which Notices can be served upon him.</u>
	(4)	<u>Subject to any applicable laws, rules and regulations and the terms of these Bye-laws, any notice, document or publication, including but not limited to the documents referred to in Bye-law 153, 153A and 162 may be given in the English language only or in both the English language and the Chinese language.</u>
161.	(b)	<u>if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent, except that any failure in transmission beyond the sender's control shall not invalidate the effectiveness of the notice or document being served. A Notice, document or publication placed on either the Company's website or the website of the Designated Stock Exchange is deemed given or served by the Company on the day which the notice, document or publication first so appears on the relevant website, unless the rules of the Designated Stock Exchange specify a different date. In such cases, the deemed date of service shall be as provided or required by the rules of the Designated Stock Exchange;</u>
	(c)(b)	if served or delivered in any other manner contemplated by these Bye-laws, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch, or transmission or publication permitted under these Bye-laws; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the fact and time of such service, delivery, despatch, or transmission or publication permitted under these Bye-laws shall be conclusive evidence thereof; <u>and:</u>
	(d)	<u>if published as an advertisement in appointed newspapers or other publication permitted under these Bye-laws, shall be deemed to have been served on the day on which the advertisement first so appears.</u>

162.	(1)	Any Notice or other document delivered or sent by post to or left at the registered address of any Member in pursuance of these Bye-laws shall, notwithstanding that such Member is then dead or bankrupt or that any other event has occurred, and whether or not the Company has notice of the death or bankruptcy or other event, be deemed to have been duly served or delivered in respect of any share registered in the name of such Member as sole or joint holder unless his name shall, at the time of the service or delivery of the <u>Notice</u> notice or document, have been removed from the Register as the holder of the share, and such service or delivery shall for all purposes be deemed a sufficient service or delivery of such Notice or document on all persons interested (whether jointly with or as claiming through or under him) in the share.
	(2)	A <u>Notice</u> notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the <u>Notice</u> notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.
	(3)	Any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every <u>Notice</u> notice in respect of such share which prior to his name and address being entered on the Register shall have been duly given to the person from whom he derives his title to such share.
163.		For the purposes of these Bye-laws, a cable or telex or facsimile <u>or electronic</u> transmission message purporting to come from a holder of shares or, as the case may be, a Director or alternate Director, or, in the case of a corporation which is a holder of shares from a director or the secretary thereof or a duly appointed attorney or duly authorised representative thereof for it and on its behalf, shall in the absence of express evidence to the contrary available to the person relying thereon at the relevant time be deemed to be a document or instrument in writing signed by such holder or Director or alternate Director in the terms in which it is received. <u>The signature to any notice or document to be given by the Company may be written, printed or in electronic form.</u>

NOTICE OF ANNUAL GENERAL MEETING



(Incorporated in Bermuda with limited liability)

(Stock Code : 630)

NOTICE IS HEREBY GIVEN that the annual general meeting 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 Monday, 24 June 2024 at 10:30 a.m. for the following purposes:

As ordinary business:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “Directors”) and the independent auditor (the “Auditor”) of the Company for the year ended 31 December 2023.
2.
 - (a) To re-elect Mr. Jia Minghui as an Executive Director.
 - (b) To re-elect Mr. Au Yeung Ming Yin Gordon as an Independent Non-executive Director.
 - (c) To re-elect Ms. Ye Mengmei as an Independent Non-executive Director.
 - (d) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration.
3. To re-appoint PRIVATCO CPA LIMITED as the Auditor and to authorise the Board to fix their remuneration.

* *For identification purposes only*

NOTICE OF ANNUAL GENERAL MEETING

As special business, to consider and, if thought fit, pass with or without modifications the following resolutions as ordinary resolutions of the Company:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with new shares of HK\$0.05 each in the capital of the Company (“Shares”) 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 an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares or (iii) the exercise of any options granted under the share option scheme of the Company or (iv) 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 bye-laws of the Company (the “Bye-laws”), shall not exceed 20% of the total number of Shares in issue of the Company at the date of the 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 the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the first annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;

NOTICE OF ANNUAL GENERAL MEETING

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-laws or any applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by shareholders of the Company (“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 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 then holdings of such Shares (or, where appropriate such other securities) (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).”

5. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase 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 and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Stock Exchange or other applicable rules and regulations as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall, in addition to any other authorisation given to the Directors, authorise the Directors during the Relevant Period to procure the Company to purchase its own Shares at a price to be determined by the Directors;
- (c) the aggregate number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company during the Relevant Period pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue of the Company and fully paid-up as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

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

- (i) the conclusion of the first annual general meeting of the Company following the passing of this resolution at which time it shall lapse unless, by ordinary resolution passed at that meeting, the mandate is renewed, either unconditionally or subject to conditions;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by its Bye-laws or any applicable laws of Bermuda to be held; and
- (iii) the passing of an ordinary resolution by Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. **“THAT:**

conditional upon the passing of resolution nos. 4 and 5 above, the general mandate granted to the Directors and for the time being in force to exercise the power of the Company to allot, issue and deal with new Shares pursuant to the said resolution no. 4 be and is hereby extended by the addition thereto of an amount representing the total number of Shares repurchased by the Company under the authority granted pursuant to the said resolution no. 5, provided that such amount shall not exceed 10% of the total number of Shares in issue of the Company as at the date of passing the said resolution no. 5.”

As special business, to consider and, if thought fit, pass with or without modifications, the following resolution as a special resolution of the Company:

7. **“THAT:**

- (a) the proposed amendments to the existing bye-laws of the Company (the “Proposed Amendments”), be and are hereby approved;
- (b) the second amended and restated bye-laws of the Company (the “New Bye-laws”) (a copy of which has been produced to this meeting and marked “A”, and initialed by the chairman of the meeting for the purposes of identification) be and is hereby approved and adopted as the Bye-laws of the Company in substitution for, and to the exclusion of, the existing Bye-laws of the Company with immediate effect after the close of the meeting; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) any one of the Directors and the Company Secretary of the Company be and is hereby authorised and instructed to do all such acts and things (including filing the New Bye-laws with the relevant authorities for approval, endorsement and/or registration as appropriate) and execute and deliver all such documents, deeds or instruments (including affixing the common seal of the Company thereon) and take all such steps as the Director or Company Secretary of the Company in his or her sole opinion and absolute discretion may consider necessary, appropriate or desirable to implement or give effect to the Proposed Amendments and the adoption of New Bye-laws.”

By order of the Board
JIA Minghui
Chairman

Hong Kong, 21 May 2024

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal place of business

in Hong Kong:
Unit 1104, Crawford House
70 Queen’s Road Central, Central
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any Share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. A form of proxy for use at the annual general meeting is enclosed herewith.
4. The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be lodged at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Standard Limited of 17/F Far East Finance Centre, 16 Harourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the annual general meeting or adjourned meeting thereof (as the case may be) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the annual general meeting or at any adjourned meeting thereof (as the case may be) should they so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

NOTICE OF ANNUAL GENERAL MEETING

5. The register of members of the Company will be closed from Wednesday, 19 June 2024 to Monday, 24 June 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the annual general meeting, all transfers 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 Standard Limited of 17/F Far East Finance Centre, 16 Harourt Road, Hong Kong not later than 4:30 p.m. on Tuesday, 18 June 2024.

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