



AMAX INTERNATIONAL HOLDINGS LIMITED
奧瑪仕國際控股有限公司*

(Formerly known as Amax Holdings Limited)
(Incorporated in Bermuda with limited liability)

(Stock Code: 959)
(the “Company”)

Compliance Committee — Terms of Reference

1. Members

- 1.1 The compliance committee should be established by the board of directors of the Company (the “Board”).
- 1.2 The compliance committee shall consist of at least three members, and the compliance committee must be chaired by an executive director appointed by the Board.

2. Secretary

- 2.1 The company secretary or assistant company secretary of the Company shall act as the secretary of the compliance committee.

3. Meeting

- 3.1 The compliance committee shall meet at least two times a year and members may request a meeting whenever considered necessary.
- 3.2 Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the compliance committee, any other person required to attend, no later than three (3) working days before the date of the meeting. Supporting papers shall be sent to compliance committee members and to other attendees as appropriate, at the same time.
- 3.3 The quorum necessary for the transaction of business of the compliance committee shall be two members of the compliance committee, one of whom must be an executive director.
- 3.4 Meeting can be attended in person or via electronic means including telephonic or video conferencing. The members of the compliance committee can attend the meeting via telephonic or any similar communication device (all persons attending such meeting should be able to hear from such member via such communication device).
- 3.5 The resolution of the compliance committee should be passed by more than half of the members.

- 3.6 The resolution passed and signed by all members of the compliance committee is valid, and the validity is same as any resolution passed in the meeting held.
- 3.7 Full minutes of compliance committee meeting should be kept by a duly appointed secretary of the compliance committee and be available for review by the directors. Draft and final versions of minutes of the meeting should be sent to all committee members for their comment and records, within a reasonable time after the meeting.

4. Meeting attendance

- 4.1 Upon the invitation from the compliance committee, the chairman of the Board, the chief executive, external advisor and the other persons can be invited to attend all or part of any meeting.
- 4.2 Only the members of the compliance committee can vote in the meeting.

5. Annual General Meeting

- 5.1 The chairman of the compliance committee should attend the annual general meeting of the Company, handled the shareholders' enquiry on the activities and responsibilities related to the compliance committee.

6. Authorization

- 6.1 The compliance committee is authorized to investigate any activity within its terms of reference.
- 6.2 The compliance committee is authorized to seek information from any employee, member of the management, director, agent, consultant or advisor, external auditor, internal auditor and all such persons will be directed to co-operate with any request made by the compliance committee.
- 6.3 The compliance committee should have access to independent professional advice at the Company's expense, and to ensure the independent party possessing a relevant experience and profession to attend the meeting if necessary, to perform its responsibilities as a member of the compliance committee.
- 6.4 The compliance committee is authorized to approve expenses relating to the seeking of external advice and on the establishment of compliance management system.
- 6.5 The compliance committee is authorized to delegate appropriate authority to the management for execution of instructions when considered appropriate.
- 6.6 The compliance committee should be provided with sufficient resources to perform its duties.

7. Duties and Powers

The compliance committee shall have the following duties and powers:

- 7.1 formulate, review, approve and monitor the Company's policies and practices on compliance with legal and regulatory requirements. Such responsibility may be delegated to the chief financial controller or the company secretary in collaboration with respective staff and external consultant;

- 7.2 supervise the implementation of the compliance management system and monitor the efficiency and effectiveness of the compliance management system;
- 7.3 develop and review the Company's policies and practices on corporate governance and make recommendations to the Board;
- 7.4 review and monitor the training and continuous professional development of directors and senior management;
- 7.5 develop, review and monitor the codes of conduct applicable to employees and directors;
- 7.6 review the Company's compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report; and
- 7.7 prepare and submit a summary report every half-yearly to the Board on the overall compliance performance and corporate governance practices of the Company. A copy of the summary report will be sent to the Audit Committee for its information.

8. Declaration responsibility

- 8.1 The compliance committee shall report to the Board every time after any meeting of the compliance committee.

23 April, 2014

Note: This version of "Compliance Committee - Terms of Reference" of Amax International Holdings Limited is prepared in Chinese and English. In the event that there is any discrepancy or inconsistency between the two versions, the English version shall prevail. The Chinese version is not formally adopted by the Board of Amax International Holdings Limited and does not have any legal effect.

* *For identification purpose only*