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## **AMAX HOLDINGS LIMITED**

**奧瑪仕控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 959)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a Special General Meeting of the Company will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 27 February 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as Ordinary Resolutions:

#### **ORDINARY RESOLUTIONS**

1. **“THAT:**

- a. the Agreement (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the meeting for the purpose of identification, and as defined in the circular to the shareholders of the Company dated 9 February 2012 (a copy of which has been produced to the meeting marked “B” and initialled by the chairman of the meeting for the purpose of identification)) and the form and substance thereof be and are hereby approved;
- b. all transactions contemplated under the Agreement be and are hereby approved; and
- c. any one director of the Company be and is hereby authorised to execute the Agreement for and on behalf of the Company (whether by hand or under the common seal of the Company) and the directors of the Company be and are hereby authorised to do all such acts and things as they in their absolute discretion deem necessary, desirable or expedient to implement, give effect to and/or complete the Agreement and the transactions contemplated thereunder and, where required, any amendment of the terms of the Agreement as required by, or for the purposes of complying with all applicable laws, rules and regulations.”

\* *for identification purpose only*

2. “**THAT** Baker Tilly Hong Kong Limited be and are hereby appointed as auditors of the Group to fill the vacancy following the resignation of CCIF CPA Limited with effect from 6 February 2012, and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be authorised to fix their remuneration.”

By Order of the board of directors  
**Amax Holdings Limited**  
**Ng Chi Keung**  
*Company Secretary*

Hong Kong, 9 February 2012

*Notes:*

- (1) A form of proxy for use at the SGM is enclosed.
- (2) Any member of the Company entitled to attend and vote at the SGM is entitled to appoint a proxy to attend the vote instead of him in accordance with the bye-laws of the Company. A proxy need not be a member of the Company.
- (3) A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the SGM.
- (4) To be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be delivered to the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof) and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude members of the Company from attending and voting in person at the SGM (or any adjournment thereof) should they so wish. If a member who has lodged a form of proxy attends the SGM, his form of proxy will be deemed to have been revoked.
- (5) If there are joint registered holders of a share in the Company, any one of such joint holders may vote at the SGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders be present at the SGM personally or by proxy, that one of the joint holders so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (6) The voting in respect of the approval of the resolutions will be conducted by way of a poll.
- (7) As at the date hereof, the board of directors of the Company comprises Mr. Cheung Nam Chung, Ms. Li Wing Sze, Mr. Lau Dicky and Mr. Ng Chi Keung being the executive directors and Ms. Deng Xiaomei, Mr. Cheng Kai Tai, Allen, Mr. Yoshida Tsuyoshi and Dr. Dingjie Wu being the independent non-executive directors.