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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)**

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

**REVISED NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of Amax Holdings Limited (the “Company”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 12 September 2012 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

#### **ORDINARY RESOLUTIONS**

##### **Adoption of the Share Option Scheme**

1. **“THAT:**

- (a) subject to the grant by The Stock Exchange of Hong Kong Limited of the listing of and permission to deal in the ordinary shares in the issued share capital of the Company with a par value of HK\$0.01 each to be issued and allotted by the Company under the share option scheme of the Company (the “Scheme”) (with such grant being limited to 10% of the issued share capital of the Company as at the date of adoption of the Scheme), a copy of which has been submitted to the meeting and marked “A” and signed for the purpose of identification by the Chairman of the Company be and is hereby approved and adopted; and
- (b) the board of directors of the Company be and is hereby authorised to grant options to subscribe for shares in the Company and to issue and allot shares in the issued share capital of Company pursuant to the exercise of the options so granted in accordance with the rules of the Scheme, and to administer the Scheme in accordance with its terms and take all necessary actions incidental thereto as they deem fit.”

##### **Appointment of Directors**

2. **“THAT** Mr. Ng Man Sun (吳文新) be and is hereby appointed as an executive director of the Company with immediate effect.”
3. **“THAT** Ms. Ng Wai Yee (吳慧儀) be and is hereby appointed as an executive director of the Company with immediate effect.”

\* *for identification purpose only*

4. “**THAT** Ms. Yeung Pui Han, Regina (楊佩嫻) be and is hereby appointed as an independent non-executive director of the Company with immediate effect.”
5. “**THAT** Mr. Li Li Tang (李禮堂) be and is hereby appointed as an independent non-executive director of the Company with immediate effect.”
6. “**THAT** Dr. Owen Chow (周浩雲) be and is hereby appointed as an independent non-executive director of the Company with immediate effect.”

#### **Removal of the Directors**

7. “**THAT** Mr. Cheung Nam Chung (張南中) be and is hereby removed from the office of an executive director of the Company with immediate effect.”
8. “**THAT** Mr. Ng Chi Keung (吳志強) be and is hereby removed from the office of an executive director of the Company with immediate effect.”
9. “**THAT** Ms. Li Wing Sze (李詠詩) be and is hereby removed from the office of an executive director of the Company and all other office(s) she holds within the Company with immediate effect.”
10. “**THAT** Mr. Lau Dicky (劉子盈) be and is hereby removed from the office of an executive director of the Company and all other office(s) he holds within the Company with immediate effect.”
11. “**THAT** Mr. Lei Kam Chao (李錦秋) be and is hereby removed from the office of an executive director of the Company and all other office(s) he holds within the board of directors of the Company (including but not limited to the office of vice chairman of the Company) with immediate effect.”
12. “**THAT** Ms. Deng Xiaomei (鄧顏小玫) be and is hereby removed from the office of an independent non-executive director of the Company and all other office(s) she holds within the Company with immediate effect.”
13. “**THAT** Mr. Yoshida Tsuyoshi (吉田毅) be and is hereby removed from the office of an independent non-executive director of the Company and all other office(s) he holds within the Company with immediate effect.”
14. “**THAT** Mr. Cheng Kai Tai, Allen (鄭啟泰) be and is hereby removed from the office of an independent non-executive director of the Company and all other office(s) he holds within the Company with immediate effect.”

15. “**THAT** any director(s) of the Company appointed by the board of directors of the Company on or after 13 July 2012 and up to the date of the SGM (or any adjourned meeting thereof) (if any) be and is hereby removed from the office of a director of the Company with immediate effect.”

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

Hong Kong, 27 August 2012

*Notes:*

- (1) A new form of proxy (the “**Second Proxy Form**”) 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 and vote instead of him in accordance with the bye-laws of the Company. A proxy needs 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 Second Proxy Form, together with 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 deposited at 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 later than 48 hours before the time appointed for holding the SGM (or any adjournment thereof) and in default the Second Proxy Form shall not be treated as valid. Completion and return of the Second Proxy Form 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 Second Proxy Form 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 on 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, Mr. Ng Chi Keung and Mr. Lei Kam Chao 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.