

# AMAX

Holdings Limited

## AMAX HOLDINGS LIMITED

奧瑪仕控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 959)

### SECOND FORM OF PROXY FOR SPECIAL GENERAL MEETING

Second form of proxy (the "Second Form of Proxy") for the special general meeting (the "Meeting") of Amax Holdings Limited (the "Company") to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 12 September 2012 at 11:00 a.m. (or any adjournment thereof).

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (note b) shares of HK\$0.01 each of the Company hereby appoint  
the chairman (the "Chairman") of the Meeting or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy (note c) at the Meeting to be held at 11:00 a.m., Hong Kong on 12 September 2012 at United  
Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong and at any adjournment thereof and to vote  
on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

		FOR	AGAINST
1.	To approve and adopt the share option scheme of the Company (the "Scheme", the principal terms of which are set out in Appendix II to the supplemental circular of the Company dated 27 August 2012) and to authorise the board of directors of the Company 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 (note i)		
2.	To approve the appointment of Mr. Ng Man Sun (吳文新) as an executive director of the Company with immediate effect (note i)		
3.	To approve the appointment of Ms. Ng Wai Yee (吳慧儀) as an executive director of the Company with immediate effect (note i)		
4.	To approve the appointment of Ms. Yeung Pui Han, Regina (楊佩嫻) as an independent non-executive director of the Company with immediate effect (note i)		
5.	To approve the appointment of Mr. Li Li Tang (李禮堂) as an independent non-executive director of the Company with immediate effect (note i)		
6.	To approve the appointment of Dr. Owen Chow (周浩雲) as an independent non-executive director of the Company with immediate effect (note i)		
7.	To approve the removal of Mr. Cheung Nam Chung (張南中) from the office of an executive director of the Company with immediate effect (note i)		
8.	To approve the removal of Mr. Ng Chi Keung (吳志強) from the office of an executive director of the Company with immediate effect (note i)		
9.	To approve the removal of Ms. Li Wing Sze (李詠詩) from the office of an executive director of the Company and all other office(s) she holds within the Company with immediate effect (note i)		

		FOR	AGAINST
10.	To approve the removal of Mr. Lau Dicky (劉子盈) from the office of an executive director of the Company and all other office(s) he holds within the Company with immediate effect (note i)		
11.	To approve the removal of Mr. Lei Kam Chao (李錦秋) from the office of an executive director 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.	To approve the removal of Deng Xiaomei (鄧顏小玫) 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 (note i)		
13.	To approve the removal of Mr. Yoshida Tsuyoshi (吉田毅) 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 (note i)		
14.	To approve the removal of Mr. Cheng Kai Tai, Allen (鄭啟泰) 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 (note i)		
15.	To approve the removal of any director(s) appointed by the board of directors on or after 13 July 2012 and up to the date of the SGM (or any adjourned meeting thereof) (if any) from the office of a director of the Company with immediate effect (note i)		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2012          Shareholder's signature \_\_\_\_\_ (notes e, f, g and h)

*Notes:*

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b Please insert the number of Shares registered in your name(s). If no number is inserted, this Second Form of Proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- c A proxy needs not be a member of the Company. If you wish to appoint some person other than the Chairman as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed as proxy in the space provided.
- d If you wish to vote for any of the resolutions set out above, please tick ("√") the boxes marked "For". If you wish to vote against any resolutions, please tick ("√") the boxes marked "Against". If this Second Form of Proxy returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the revised notice convening the Meeting.
- e In the case of a joint holding, this Second Form of Proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first in the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f This Second Form of Proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g To be valid, this Second Form of Proxy together with any 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 (the "Share Registrar") not less than 48 hours before the time appointed for holding the Meeting or any adjourned meeting (the "Closing Time").
- h Any alteration made to this Second Form of Proxy should be initialled by the person who signs the form.
- i The full text of the resolutions appears in the revised notice of the Meeting is incorporated in the supplemental circular of the Company dated 27 August 2012.
- j **IMPORTANT: A SHAREHOLDER OF THE COMPANY (THE "SHAREHOLDER(S)") WHO HAS ALREADY LODGED THE FORM OF PROXY (THE "FIRST FORM OF PROXY") WHICH WAS SENT TOGETHER WITH THE CIRCULAR OF THE COMPANY DATED 6 AUGUST 2012 SHOULD NOTE THAT:**
  - (i) **If no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy/proxies so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting dated 6 August 2012 and the First Form of Proxy including, the resolutions for the adoption of the Share Option Scheme and the appointment of the Proposed Directors, whose revised name and further details are set out in the supplemental circular of the Company dated 27 August 2012.
  - (ii) **If this Second Form of Proxy is lodged with the Share Registrar prior to the Closing Time, this Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. This Second Form of Proxy will be treated as a valid proxy form lodged by the Shareholder if correctly completed.**
  - (iii) **If this Second Form of Proxy is lodged with the Share Registrar after the Closing Time, this Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy/proxies (whether appointed under the First Form of Proxy or this Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time. If such Shareholders wish to vote at the SGM, they will have to attend in person and vote at the SGM themselves.**

\* for identification purpose only