THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your share in Amax Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the 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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AMAX Holdings Limited AMAX HOLDINGS LIMITED

奧瑪仕控股有限公司*

(Incorporated in Bermuda with limited liability) (Stock Code: 959)

(1) PROPOSED CHANGE OF AUDITORS (2) PROPOSED SHARE CONSOLIDATION AND (3) PROPOSED REMOVAL OF DIRECTORS

A letter from the Board is set out on pages 4 to 10 of this circular.

A notice dated 8 March 2013 convening an SGM of Amax Holdings Limited to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 27 March 2013 at 10:30 a.m. is set out on page 11–13 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same 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, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or at any adjourned meeting thereof) should you so wish.

* for identification purpose only

CONTENTS

Page

DEFINITIONS	1-2
EXPECTED TIMETABLE	3
LETTER FROM THE BOARD	4–10
NOTICE OF SPECIAL GENERAL MEETING	11-13

DEFINITIONS

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

"Baker Tilly"	Baker Tilly Hong Kong Limited
"Board"	the board of Directors
"Bye-law(s)"	the Bye-laws of the Company, adopted on 2 September 1997 and as amended from time to time
"Companies Act"	Companies Act 1981 of Bermuda as amended
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"Change of Auditors"	the retirement of Baker Tilly as auditor of the Company after the proposed resolution to re-appoint Baker Tilly as auditor of the Company was voted down in the annual general meeting of the Company on 12 September 2012 and the proposed appointment of CCIF CPA Limited as auditor of the Company upon the approval of the Shareholders by an ordinary resolution at the SGM and to hold office until the conclusion of next annual general meeting of the Company
"Company"	Amax Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the Stock Exchange (Stock Code: 959)
"Consolidated Shares"	Consolidated ordinary share(s) of HK\$0.20 each in the issued and unissued share capital of the Company upon the Share Consolidation becoming effective
"Director(s)"	the director(s) of the Company
"HKSCC"	Hong Kong Securities Clearing Company Limited
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	8 March 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
"Mr. Ng"	Mr. Ng Man Sun (吳文新), who is, based on a Form individual substantial shareholder notice filed by Mr. Ng on 28 February 2013 under Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong), a Shareholder holding, as at 14 February 2013, approximately 22.78% of the total issued share capital of the Company

DEFINITIONS

"New Share(s)"	shares(s) of HK\$0.20 each in the share capital of the Company upon the Share Consolidation taking effect
"Listing Committee"	the listing committee of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"SGM"	the special general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 27 March 2013 at 10:30 a.m. or any adjournment thereof
"Share(s)"	the ordinary share(s) of HK\$0.01 each of the Company
"Share Consolidation"	the proposed consolidation of every 20 Shares into 1 Consolidated Share
"Share Option(s)"	the share option(s) to subscribe for Shares under the share option scheme adopted by the Company on 12 September 2012
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK\$"	Hong Kong dollars, the lawful currency of Hong Kong
" 0/ ₀ "	per cent.

In the event of any inconsistency, the English text of this circular shall prevail over the Chinese text.

EXPECTED TIMETABLE

Set out below is the expected timetable for the implementation of the Share Consolidation. The timetable is subject to the results of the SGM and other changes. The Company will notify the Shareholders of any significant changes to the expected timetable by way of $announcement(s)$ as and when appropriate.
Despatch of circular with notice of SGM Monday, 11 March 2013
Latest time for lodging the proxy forms for use at the SGM
Date of SGM
Announcement of results of SGM Wednesday, 27 March 2013
Effective date for the Share Consolidation
First day for free exchange of existing share certificates for new share certificates
Original counter for trading in Shares in board lots of 2,000 Shares temporarily closes
Temporary counter for trading in Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) opens9:00 a.m., Thursday, 28 March 2013
Original counter for trading in Consolidated Shares in new board lots of 2,000 Consolidated Shares (in the form of new share certificates) re-opens 9:00 a.m., Tuesday, 16 April 2013
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates commences
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares
Temporary counter for trading in Consolidated Shares in board lots of 100 Consolidated Shares (in the form of existing share certificates) closes4:00 p.m., Tuesday, 7 May 2013
Parallel trading in Consolidated Shares in the form of new share certificates and existing share certificates closes
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares
Last day for free exchange of existing share certificates for new share certificates

AMAX Holdings Limited

AMAX HOLDINGS LIMITED

奧 瑪 仕 控 股 有 限 公 司 *

(Incorporated in Bermuda with limited liability) (Stock Code: 950)

(Stock Code: 959)

Board of Directors:

Executive Directors Mr. Ng Man Sun Ms. Ng Wai Yee

Independent Non-executive Directors Dr. Dingjie Wu Mr. Li Li Tang Ms. Yeung Pui Han, Regina Ms. Sie Nien Che, Celia Mr. Li Chi Fai Registered office: Clarendon House 2 Church Street Hamilton HM 11 Bermuda

Head office and Principal Place of Business in Hong Kong: Room 1503–05A, 15/F, Tower 6 China Hong Kong City 33 Canton Road, Tsim Sha Tsui Kowloon, Hong Kong

8 March 2013

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CHANGE OF AUDITORS (2) PROPOSED SHARE CONSOLIDATION AND (3) PROPOSED REMOVAL OF DIRECTORS

INTRODUCTION

Reference is made to the announcement of the Company dated 6 February 2013 in relation to the proposed Change of Auditors. The purpose of this circular is to provide you with information regarding details of (i) the proposed Change of Auditors and (ii) the proposed Share Consolidation and (iii) the proposed removal of Directors.

* for identification purpose only

PROPOSED CHANGE OF AUDITORS

The Board announced on 12 September 2012 that Baker Tilly has retired and ceased to act as the auditor of the Company with effect from 12 September 2012 after the proposed resolution to re-appoint Baker Tilly as the auditor of the Company was voted down in the annual general meeting of the Company held on 12 September 2012.

With the recommendation from the audit committee of the Company, the Board proposes to appoint CCIF CPA Limited as the auditor of the Company to fill the vacancy arising from the abovesaid retirement of Baker Tilly and to hold office until the conclusion of the next annual general meeting of the Company. Pursuant to the Bye-laws of the Company, appointment of new auditors is subject to the approval by the Shareholders at a special general meeting.

Baker Tilly has confirmed that there were no matters that needed to be brought to the attention of the shareholders or creditors of the Company in connected with its retirement from the office of auditor of the Company. The Board also confirmed that it was not aware of any matters that should be brought to the attention of the Shareholders and creditors of the Company in relation to the retirement of Baker Tilly.

PROPOSED SHARE CONSOLIDATION

The Directors propose to implement the Share Consolidation on the basis that every twenty (20) Shares of HK\$0.01 each in the issued and unissued share capital of the Company will be consolidated into one (1) Consolidated Share of HK\$0.2 in the issued and unissued share capital of the Company. Fractional Consolidated Shares will be disregarded and not issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of share certificates held by such holder.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorized share capital of the Company is HK\$80,000,000 divided into 8,000,000 Shares of HK\$0.01 each, of which 4,152,655,728 Shares have been allotted and issued as fully paid or credited as fully paid. Upon the Share Consolidation becoming effective, on the basis that the Company does not allot and issue any further Shares prior thereto, the authorized share capital of the Company shall remain at HK\$80,000,000 divided into 400,000,000 Consolidated Shares of HK\$0.20 each, of which 207,632,786 Consolidated Shares will be in issue.

The Consolidated Shares will rank pari passu in all respects with each other in accordance with the Company's memorandum of association and bye-laws. Other than the expenses, including professional fees and printing charges, to be incurred in relation to the Share Consolidation, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled.

Listing Application

An application has been made by the Company to the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be in issue upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or, under contingent situation, such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

None of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

Conditions of the Share Consolidation

The Share Consolidation will be completed upon fulfilling all the following conditions:

- (a) the passing of the necessary ordinary resolution by the Shareholders at the SGM of the Company to approve the Share Consolidation; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares arising from the Share Consolidation.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or proceed with a consolidation or splitting of securities. In this regard, the Board is of the opinion that the Share Consolidation would bring about a corresponding increase in the trading price of the Consolidated Shares and enable the Company to comply with the trading requirements of the Listing Rules. Accordingly, the Board is of the view that the Share Consolidation is in the interest of the Company and the Shareholders as a whole.

ARRANGEMENT ON ODD LOT TRADING

In order to facilitate the trading of odd lots of the Consolidated Shares, the Company has appointed **Glory Sky Global Markets Ltd**, as an agent to provide matching service, on a best effort basis, for the sale and purchase of odd lots of Consolidated Shares arising from the Share Consolidation. Shareholders who wish to take advantage of this facility should

contact Mr. Leung Ying Ki at telephone number 3420 1034 during office hours. Shareholders should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Please refer to the section headed "EXPECTED TIMETABLE" on page 3 of this circular for the period during which the Company will provide matching service for the sale and purchase of odd lots of the Consolidated Shares.

EXCHANGE OF SHARE CERTIFICATES

Subject to the Share Consolidation becoming effective, Shareholders may submit share certificates for existing Shares to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, between Thursday, 28 March 2013 and Thursday, 9 May 2013 (both dates inclusive) during the business hours, to exchange, at the expense of the Company, for certificates of the Consolidated Shares. It is expected that the new certificates for the Consolidated Shares will be available for collection within 10 business days after the submission of the existing share certificates to the branch share registrar for exchange. Thereafter, the existing share certificates for the Shares will cease to be valid for delivery, trading and settlement purposes but will remain effective as documents of legal title and will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by Stock Exchange) per existing share certificate cancelled or new share certificate issued (whichever is the higher) by shareholders. The existing share certificates are in brown colour and the new share certificates will be in green colour.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

As at the Latest Practicable Date, the Company has 89,000,000 outstanding Share Options carrying rights to subscribe for 89,000,000 Shares.

Save as disclosed above, the Company does not have any other outstanding share options, convertible notes or securities in issue which are convertible or exchangeable into Shares as at the Latest Practicable Date. As the Share Consolidation will cause adjustments to (i) the aggregate number of the New Shares to be allotted and issued upon exercising of the subscription rights attached to the outstanding Share Options; and (ii) the exercise price of the Share Options, the Company will appoint the auditors of the Company to certify the necessary adjustments, if any, to the exercise price of the outstanding Share Options. The Company will notify the holders thereof by way of announcement regarding adjustments to be made (if any) pursuant to the terms of the Share Options. Further announcement will be made by the Company in this regard as and when appropriate.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation was set out on page 3 of this circular.

REQUISITION FROM SHAREHOLDER

The Company on 28 February 2013 received a letter dated 28 February 2013 (the "Requisition Letter") from Mr. Ng, who is, based on a Form 1 — individual substantial shareholder notice filed by Mr. Ng on 28 February 2013 under Part XV of the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong), a Shareholder holding, as at 14 February 2013, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company. Mr. Ng is of the view that Dr. Dingjie Wu and Mr. Li Li Tang have substantial differences in perspectives and missions from other members of the Board which adversely affects the future development of the Group. Thus, the proposed removal of Dr. Dingjie Wu and Mr. Li Li Tang would be in the best interests of the Group and its shareholders as a whole. Pursuant to the Requisition Letter, Mr. Ng requested the Board, by way of the written request, to propose to the Company in accordance with the Bye-Laws for the purpose of considering and if thought fit, passing ordinary resolutions for:

Proposed Removal of Directors

- 1. the removal of Dr. Dingjie Wu (吳丁杰) from the office of independent nonexecutive Director with immediate effect;
- 2. the removal of Mr. Li Li Tang (李禮堂) from the office of independent non-executive Director with immediate effect.

Dr. Dingjie Wu and Mr. Li Li Tang disagreed with Mr. Ng's view and opposed to the convening of the SGM to consider their removal. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, save for Dr. Dingjie Wu and Mr. Li Li Tang's said disagreement with the Board, the Board is not aware of any matter in relation to the removal of Dr. Dingjie Wu and Mr. Li Li Tang that needs to be brought to the attention of the shareholders of the Company.

The Board confirms that neither the functions of the Board nor the Company's normal business operations have been seriously affected by the requisition pursuant to the Requisition Letter to propose in the SGM to the aforementioned removal of the Directors. Since the daily operation of the Company is managed by the executive Directors, the Board also considers that the business activities of the Company have been and will be conducted as usual.

The Board, having considered the Requisition Letter, has resolved on 7 March 2013 to propose in the SGM pursuant to the Requisition Letter for the purpose of considering, and if thought fit, passing an ordinary resolution for removing Dr. Dingjie Wu and Mr. Li Li Tang as Directors with effect from the passing of such resolution.

Applicable Laws and Removal Procedures

The Company's Bermuda legal advisor has confirmed that the convening of the SGM by the Board upon the requisition of the Mr. Ng pursuant to the Requisition Letter is in compliance with the Bye-laws, the Companies Act and other applicable Bermuda laws.

Pursuant to Bye-law 58, the Shareholders holding, at the date of deposit of the written requisition, not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company at all times have the right, by a written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition. The Board is then required to proceed to convene a special general meeting within 21 days of the deposit of such requisition and such meeting must be held within 2 months after such deposit.

Pursuant to Bye-law 86(4), the Shareholders may, at any general meeting convened and held in accordance with the Bye-laws, by ordinary resolution remove a Director at any time before the expiration of his period of office, notwithstanding anything to the contrary in the Bye-laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement), provided that the notice of any such meeting must contain a statement of the intention of removing the Director and be served on such Director 14 days before the meeting. At such meeting, such Director shall be entitled to be heard on the motion for his removal.

The Board, having considered details of the requisition as contained in the Requisition Letter in conjunction with Bermuda legal advice obtained, has resolved to hold the SGM. The Company's Bermuda legal adviser has confirmed that the convening of the SGM pursuant to the notice of SGM contained in this circular is in compliance with the Bye-laws.

In accordance with the Companies Act and Bye-law 86(4), notice of the SGM, which contains a statement of the intention to remove the Directors, will be served on each of Dr. Dingjie Wu and Mr. Li Li Tang 14 days before the SGM. At the SGM, all of them shall be entitled to be heard on the motion for their removal respectively.

SPECIAL GENERAL MEETING

A notice convening the SGM, at which an ordinary resolution will be proposed thereat to approve (i) the appointment of CCIF CPA Limited as the new auditor of the Company and to authorise the Board to fix its remuneration, (ii) the proposed Share Consolidation and (iii) the proposed removal of Directors.

The voting in respect of the approval of the resolution will be conducted by way of a poll.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon as soon as possible and return the same 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, and in any event not less than 48 hours before the time appointed for holding the SGM (or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM (or any adjourned meeting thereof) should you so wish.

An announcement will be made by the Company after the SGM on the results of the SGM.

RECOMMENDATION

Having considered the circumstances set out as above, the Directors believe that (i) the proposed Change of Auditors, (ii) the proposed Share Consolidation (iii) the proposed removal of Directors are in the best interests of the Company and the Shareholders as a whole.

The Board therefore recommend the Shareholders to vote in favour of the resolution to be proposed at the SGM to approve the proposed Change of Auditors and the proposed Share Consolidation.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

Yours faithfully, For and on behalf of the Board of **Amax Holdings Limited Ng Man Sun** Chairman and Chief Executive Officer

AMAX Holdings Limited

AMAX HOLDINGS LIMITED

奧 瑪 仕 控 股 有 限 公 司 *

(Incorporated in Bermuda with limited liability)

(Stock Code: 959)

NOTICE IS HEREBY GIVEN that a Special General Meeting of Amax Holdings Limited (the "Company") will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 27 March 2013 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

- (1) **"THAT** CCIF CPA Limited be and is hereby appointed as auditor of the Company to fill the vacancy following the retirement of Baker Tilly Hong Kong Limited on 12 September 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 its remuneration."
- (2) "THAT conditional upon The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below) in issue, with effect from Thursday, 28 March 2013, every 20 existing issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company be consolidated into 1 consolidated share of HK\$0.20 each (each a "Consolidated Share"), and such Consolidated Share(s) shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the bye-laws of the Company and any one or more Directors be and is/are hereby authorized for and on behalf of the Company to sign, execute, perfect, and/or deliver any document and to do all such acts, deeds and things and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the aforesaid matters."

^{*} for identification purpose only

NOTICE OF SPECIAL GENERAL MEETING

- (3) **"THAT** Dr. Dingjie Wu be and is hereby removed as independent non-executive Directors of the Company with immediate effect."
- (4) **"THAT** Mr. Li Li Tang be and is hereby removed as independent non-executive Directors of the Company with immediate effect."

By Order of the Board Amax Holdings Limited Ng Man Sun Chairman and Chief Executive Officer

Hong Kong, 8 March 2013

NOTICE OF SPECIAL GENERAL MEETING

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 resolution will be conducted by way of a poll.

As at the date of this notice, the board of directors of the Company comprises Mr. Ng Man Sun and Ms. Ng Wai Yee being the executive directors and Dr. Dingjie Wu, Mr. Li Li Tang, Ms. Yeung Pui Han, Regina, Ms. Sie Nien Che, Celia and Mr. Li Chi Fai being the independent non-executive directors.