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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)**

### NOTICE OF SPECIAL GENERAL MEETING

**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.”
- (3) “**THAT** Dr. Dingjie Wu be and is hereby removed as independent non-executive Directors of the Company with immediate effect.”

\* *for identification purpose only*

- (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

*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.*