
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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Amax International Holdings Limited (the “Company”), 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 the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



AMAX INTERNATIONAL HOLDINGS LIMITED

奧瑪仕國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 959)

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

A notice convening the special general meeting of the Company (the “SGM”) to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 19 June 2015 at 11:00 a.m. is set out on pages 5 to 6 of this circular.

A form of proxy for use at the SGM is enclosed with this circular. If you wish to appoint proxy(ies), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and return it to the Hong Kong Branch Share Registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong 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 any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.

* *for identification purpose only*

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	2
Notice of Special General Meeting	5

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“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
“Company”	Amax International Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“CCIF”	Messrs. CCIF CPA Limited
“Director(s)”	the director(s) of the Company
“Elite Partners”	Messrs. Elite Partners CPA Limited
“Group”	the Company and all of its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Appointment”	the proposed appointment of Elite Partners as auditors of the Company following the vacancy created by the resignation of CCIF and to hold office until the conclusion of the next annual general meeting of the Company
“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 Friday, 19 June 2015 at 11:00 a.m.
“Share(s)”	the ordinary share(s) of HK\$0.2 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited



AMAX INTERNATIONAL HOLDINGS LIMITED

奧瑪仕國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 959)

Board of Directors:

Executive Directors:

Mr. Ng Man Sun

(Chairman and Chief Executive Officer)

Ms. Ng Wai Yee

Independent Non-executive Directors:

Ms. Yeung Pui Han, Regina

Mr. Li Chi Fai

Ms. Sie Nien Che, Celia

Registered office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

**Head office and principal place
of business in Hong Kong:**

Units 5106-07,

51/F, The Center,

99 Queen's Road Central,

Central, Hong Kong

4 June 2015

Dear Shareholders,

**PROPOSED CHANGE OF AUDITORS
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of (i) the Proposed Appointment and (ii) the notice of SGM. The SGM will be convened and held for the purpose of considering and, if thought fit, approving the necessary resolution in relation to the Proposed Appointment.

PROPOSED CHANGE OF AUDITORS

On 13 April 2015, the Board announced that CCIF have tendered its resignation as the auditors of the Company with effect from 10 April 2015. As recommended by the audit committee of the Company, the Board proposes that the Shareholders appoint Elite Partners as the auditors of the Company to fill the casual vacancy following the resignation of CCIF and to hold office until the conclusion of the next annual general meeting of the Company, by passing an ordinary resolution at the SGM.

* *for identification purpose only*

LETTER FROM THE BOARD

CCIF have confirmed in its letter of resignation that there were no circumstances connected with their resignation which they considered should be brought to the attention of the Shareholders of the Company. The Board has confirmed that there is no disagreement between CCIF and the Company, and there are no other matters in relation to the resignation of the auditors that need to be brought to the attention of the Shareholders. CCIF have also confirmed that they have not commenced any audit work of the Company for the financial year ending 31 March 2015.

The Board believes that the Proposed Appointment will not affect the audit of financial statements and the release of annual results of the Group for the financial year ended 31 March 2015 provided that the required Shareholders' approval at the SGM for the Proposed Appointment is duly given.

SGM

Set out on pages 5 to 6 of this circular is a notice convening the SGM to consider and, if appropriate, to approve the ordinary resolution relating to the Proposed Appointment.

A form of proxy for use at the SGM is enclosed with this circular. If you wish to appoint proxy(ies), you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon, and return it to the Hong Kong Branch Share Registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong 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 any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. As such, all the resolutions set out in the notice of SGM will be voted by poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules after the SGM.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the SGM.

LETTER FROM THE BOARD

RECOMMENDATION

The Board considers that the ordinary resolution relating to the Proposed Appointment to be proposed at the SGM is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of such resolution at the SGM.

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

NOTICE OF SPECIAL GENERAL MEETING



AMAX INTERNATIONAL HOLDINGS LIMITED

奧瑪仕國際控股有限公司*

(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 International Holdings Limited (the “Company”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 19 June 2015 at 11:00 a.m. (the “SGM”) for the purposes of considering and, if thought fit, passing the following resolution with or without amendment as an ordinary resolution of the Company:

Ordinary Resolution

1. **“THAT** Messrs. Elite Partners CPA Limited be and are hereby appointed as auditors of the Company and its subsidiaries to fill the vacancy created by the resignation of Messrs. CCIF CPA Limited 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 (the “**Board**”) be authorized to fix their remuneration.”

Yours faithfully,

By Order of the Board

Amax International Holdings Limited

Ng Man Sun

Chairman and Chief Executive Officer

Hong Kong, 4 June 2015

Notes:

1. Any member of the Company entitled to attend and vote at the SGM (or any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his or her stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be deposited at the Hong Kong Branch Share Registrar of the Company, Tricor Secretaries Limited (“Tricor”) at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding of the SGM (or any adjournment

* *for identification purpose only*

NOTICE OF SPECIAL GENERAL MEETING

thereof). Completion and return of a form of proxy will not preclude you from attending and voting in person at the SGM (or any adjournment thereof) if you so wish and in such event, the form of proxy shall be deemed to be revoked.

3. In the case of joint registered holders of any share(s) of the Company (“Share(s)”), any one of such holders may attend and vote at the SGM (or any adjournment thereof), either personally or by proxy, in respect of such Share(s) as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the SGM (or any adjournment thereof), either personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
4. All the resolutions are to be voted by way of poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.