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## **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 (the “SGM”) of Amax International Holdings Limited (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 15 September 2017 at 3 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the Sale and Purchase Agreement (to be defined in paragraph (c) below) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified and the directors of the Company (the “**Directors**”) be and are hereby unconditionally granted a specific mandate to allot and issue the Consideration Shares (to be defined in paragraph (c) below) to the Vendors (to be defined in paragraph (c) below) pursuant to the terms of the Sale and Purchase Agreement as fully paid shares, subject to the fulfillment of the terms and conditions as stipulated in the Sale and Purchase Agreement;

(b) any one Director be and is hereby authorised to exercise all the powers of the Company and take all steps and to do all such acts and things, to sign and execute such document or agreements or deed on behalf of the Company as might in the opinion of the Directors be desirable, necessary or expedient in connection with the implementation of the transactions contemplated under the Sale and Purchase Agreement and in relation to the allotment and issue of the Consideration Shares or for other matters approved, confirmed and ratified herein, including, without limitation to, the execution, amendment, supplement, delivery, submission and implementation of any further documents or agreements; and

(c) for the purposes of this resolution:

“Sale and Purchase Agreement” means the agreement entered into between the Company and the Vendor on 18 July 2017 as disclosed in the Company’s announcement date 18 July 2017 to acquire 100% equity interests in Explicitly Grand Investments Limited;

“Consideration Shares” means 150,000,000 ordinary shares of HK\$0.2 each in the share capital of the Company to be allotted and issued under the Sale and Purchase Agreement to the Vendors upon completion of the sale and purchase of Target Group in accordance with the terms and conditions of the Sale and Purchase Agreement; and

“Vendors” refer to Gorgeous Smart Global Investment Limited and New Sphere Enterprise Inc.”.

Yours faithfully

For and on behalf of the board of directors of  
**Amax International Holdings Limited**

**Ng Man Sun**

*Chairman and Chief Executive Officer*

Hong Kong, 30 August 2017

*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

*Notes:*

1. Any shareholder of the Company (the “**Shareholder(s)**”) entitled to attend and vote at the SGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy needs not be a Shareholder.
2. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorized in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorized to sign the same.
3. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
4. In order to determine entitlement of Shareholders to the right to attend and vote at the SGM (or any adjournment thereof), the Register will be closed from Tuesday, 12 September 2017 to Friday, 15 September 2017, both dates inclusive, during which period no transfer of Shares will be effected. All transfers of Shares accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, for registration no later than 4:30 p.m. on Monday, 11 September 2017.
5. Where there are joint Shareholders, any one of such joint Shareholders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the SGM the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the Company in respect of the joint holding.

The form of proxy and (if required by the board of directors) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company’s branch share registrar in Hong Kong, 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 the holding of the SGM or any adjournment thereof at which the person named in the form of proxy proposes to vote or, in the case of a poll taken subsequently to the date of the SGM or any adjournment thereof, not less than 48 hours before the time appointed for the taking of the poll and in default the form of proxy shall not be treated as valid.

6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the SGM, the meeting will be postponed. The Company will post an announcement on the Company’s website (<http://www.amaxhldg.com>) and on the website of The Stock Exchange of Hong Kong Limited ([www.hkex.com.hk](http://www.hkex.com.hk)) to notify Shareholders of the date, time and place of the rescheduled meeting.

*As at the date hereof, Mr. Ng Man Sun (Chairman and Chief Executive Officer) and Ms. Ng Wai Yee are the executive Directors of the Company; and Ms. Yeung Pui Han, Regina, Mr. Li Chi Fai and Ms. Sie Nien Che, Celia are the independent non-executive Directors of the Company.*