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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 Tuesday, 19 June 2018 at 11:00 a.m. to consider and, if thought fit, pass the following resolutions, with or without amendment(s), as ordinary resolution of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the deed of settlement (the “**Deed**”) dated 29 December 2017 (a copy of which has been produced to the meeting marked “**A**” and initialled by the chairman of the meeting for the purpose of identification) entered into among the Company, Ms. Lee Bing and Mr. Wu Weide (Ms. Lee Bing and Mr. Wu Weide collectively known as the “**Holder**s”) in relation to the settlement of amount in dispute in the aggregate sum of HK\$85,500,000 by the Company to the Holders (details were disclosed in the circular of the Company dated 31 May 2018 (the “**Circular**”), a copy of which is marked “**B**” and signed by the chairman of the SGM for identification purpose and has been tabled at the SGM) and the transactions contemplated thereunder including but not limited to the issue of zero-coupon convertible bonds in the aggregate principal amount of HK\$30,000,000 (the “**Convertible Bonds**”) which are convertible into ordinary shares of the Company (the “**Conversion Shares**”) at the conversion price of HK\$0.249 per Conversion Shares (subject to adjustment) to the Holders pursuant to the Deed, and the transactions contemplated thereunder (including the allotment and issue of the shares of HK\$0.20 each in the share capital of the Company upon conversion of the Convertible Bonds) be and are hereby generally and unconditionally approved, confirmed and ratified;

- (b) subject to the fulfilment or waiver of the conditions precedent set out in the Deed, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate to allot and issue the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Bonds pursuant to the terms and conditions of the Convertible Bonds;
- (c) any one Director be and is hereby authorised to do all such further acts and things and sign and execute such further documents, including under seal where applicable as he/she considers necessary, desirable or expedient in connection with or to give effect to the terms of the Deed and/or any other transactions contemplated under the Deed.”

2. “**THAT**

- (a) the deed of settlement (the “**Second Deed**”) dated 1 March 2018 (a copy of which has been produced to the meeting marked “C” and initialled by the chairman of the meeting for the purpose of identification) entered into between the Company and Mr. Ng Man Sun in relation to the settlement of amount in dispute in the sum of HK\$104,500,000 by the Company to Mr. Ng Man Sun (details were disclosed in the Circular) and the transactions contemplated thereunder including but not limited to the issue of zero-coupon convertible bonds in the principal amount of HK\$104,500,000 (the “**Second Convertible Bonds**”) which are convertible into ordinary shares of the Company (the “**Second Conversion Shares**”) at the conversion price of HK\$0.30 per Second Conversion Share (subject to adjustment) to Mr. Ng Man Sun pursuant to the Second Deed, and the transactions contemplated thereunder (including the allotment and issue of the shares of HK\$0.20 each in the share capital of the Company upon conversion of the Second Convertible Bonds) be and are hereby generally and unconditionally approved, confirmed and ratified;
- (b) subject to the fulfilment or waiver of the conditions precedent set out in the Second Deed, the directors (the “**Directors**”) of the Company be and are hereby granted a specific mandate to allot and issue the Second Conversion Shares upon exercise of the conversion rights attaching to the Second Convertible Bonds pursuant to the terms and conditions of and the Second Convertible Bonds; and

- (c) any one Director be and is hereby authorised to do all such further acts and things and sign and execute such further documents, including under seal where applicable as he/she considers necessary, desirable or expedient in connection with or to give effect to the terms of the Second Deed and/or any other transactions contemplated under the Second Deed.”

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

Hong Kong, 31 May 2018

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 Wednesday, 13 June 2018 to Tuesday, 19 June 2018, 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 Tuesday, 12 June 2018.
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) 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.