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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 licensed securities dealer, 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, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)****ISSUE OF SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF SPECIAL GENERAL MEETING**

A letter from the Board of the Company is set out on pages 4 to 11 of this circular.

A notice convening the special general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 28 August 2015 at 3 p.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 2:30 p.m. on the same day, if later) is set out on pages 12 to 14 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

* *for identification purpose only*

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DEFINITIONS

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

“2014 Top-up Placing”	the allotment and issue of 9,900,000 Shares to Mr. Ng Man Sun in connection with a top-up placing to six independent places as disclosed in the announcements of the Company dated 25 November 2014 and 2 December 2014
“2015 Top-up Placing”	the allotment and issue of 11,000,000 Shares to Mr. Ng Man Sun in connection with a top-up placing to six independent places as disclosed in the announcements of the Company dated 23 March 2015 and 31 March 2015
“Acquisition”	the acquisition of 60% equity interests in Forenzia Enterprises Limited as disclosed in the announcements of the Company dated 14 October 2014 and 11 November 2014 respectively
“AGM”	the annual general meeting of the Company held on 29 August 2014
“associate(s)”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“BVI”	British Virgin Islands
“Chartreuse”	Chartreuse Holdings Limited, a wholly-owned subsidiary of the Target Company and is incorporated in Vanuatu. It holds the Gaming License
“Company”	Amax International Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the main board of the Stock Exchange (Stock Code: 959)
“Completion”	The sale and purchase of the 60% equity interests in the Target Company was completed on 11 November 2014 as all the conditions precedent of the Sale and Purchase Agreement have been fulfilled
“Consideration Shares”	up to 37,000,000 ordinary shares of HK\$0.20 each in the share capital of the Company to be allotted and issued to the Vendor for the settlement of the consideration pursuant to the Sale and Purchase Agreement
“Directors”	the directors of the Company

DEFINITIONS

“First Tranche Consideration Shares”	22,200,000 Shares to be allotted and issued under the Sale and Purchase Agreement to the Vendor subject to the fulfillment of the conditions precedent stipulated in the Sale and Purchase Agreement
“Gaming License”	The Interactive Gaming License No. IGL27/2014 issued by the Ministry of Finance and Economic Development of Vanuatu for a term of fifteen (15) years from 24 February 2014
“General Mandate”	the general mandate duly approved and granted by the Shareholders at the AGM to the Directors to allot, issue and deal with a maximum of 46,926,557 new Shares, representing 20% of the issued share capital of the Company as at the date of passing the relevant resolution at the AGM
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Price”	HK\$1.30 per Consideration Share
“Latest Practicable Date”	31 July 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited
“Mr. Ng”	Mr. Ng Man Sun, the chairman, chief executive officer and executive director of the Company
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan)
“Sale and Purchase Agreement”	the sale and purchase agreement dated 14 October 2014 entered into between the Company and the Vendor in respect of the Acquisition
“Second Tranche Consideration Shares”	14,800,000 Shares to be allotted and issued under the Sale and Purchase Agreement to the Vendor within six months after the commencement of operation

DEFINITIONS

“SGM”	the special general meeting of the Company to be held on 28 August 2015 at 3 p.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 2:30 p.m. on the same day, if later) for the purpose of considering and, if thought fit, approving the issue of Shares under Specific Mandate
“Share(s)”	the ordinary share(s) of HK\$0.2 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	the ordinary resolution to approve the allotment and issue of the Second Tranche Consideration Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Forenzia Enterprises Limited, a company incorporated in BVI
“Target Group”	the Target Company and its subsidiaries (if any)
“Vanuatu”	The Republic of Vanuatu
“Vendor”	Mr. Yau Kam Wai
“%”	per cent.

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



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 August 2015

Dear Shareholder(s),

**ISSUE OF SHARES UNDER SPECIFIC MANDATE
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with further information relating to the (i) Issue of Shares under Specific Mandate; and (ii) the notice of SGM to be convened and held for the purpose of considering and, if thought fit, approving the issue of Shares under Specific Mandate.

ISSUE OF SHARES UNDER SPECIFIC MANDATE

Background of and reasons for the Issue of Shares under Specific Mandate

The Group is principally engaged in investment holdings and investments in high-end gaming and entertainment related businesses.

LETTER FROM THE BOARD

At the AGM of the Company held on 29 August 2014, the Shareholders passed, among other things, an ordinary resolution to grant to the Directors the General Mandate to allot, issue and deal with a maximum of 46,926,557 Shares, representing 20% of the issued share capital of the Company as at the date of approving the resolution.

On 14 October 2014, the Company entered into the Sale and Purchase Agreement in relation to the Acquisition. Pursuant to the Sale and Purchase Agreement, the Company has to allot and issue the Consideration Shares to the Vendor by two instalments, the First Tranche Consideration Shares shall be issued upon completion of the Acquisition and the Second Tranche Consideration Shares shall be issued within 6 months after the commencement of operation of the Target Group. On 11 November 2014, the First Tranche Consideration Shares were issued upon Completion. The Second Tranche Consideration Shares has yet to be issued as at the Latest Practicable Date as the conditions for issuing the Second Tranche Consideration Shares have not been fulfilled. After the Completion, there were 9,926,557 Shares available to be allotted and issued under the General Mandate.

On 2 December 2014, the Company completed the 2014 Top-up Placing. After the completion of 2014 Top-up Placing, there were 26,557 Shares available to be allotted and issued under the General Mandate. On 31 March 2015, the Company completed the 2015 Top-up Placing. The aggregate number of Shares which were issued and may be issued or issuable pursuant to the Sale and Purchase Agreement and the 2014 Top-up Placing taken together with the 2015 Top-up Placing are in excess of the number of Shares authorized to be issued under the General Mandate. Apparently, the 2015 Top-up Placing exceeded the authority of the General Mandate.

Prior to the 2015 Top-up Placing, a member of the management of the Company had verbally enquired and discussed with the Company's financial advisor, and he was verbally advised that the Second Tranche Consideration Shares would not be counted towards the aggregate Shares in issue (if not already issued at the material time) in calculating the number of Shares that could be issued under any refreshment of general mandate in future. The said advice was misinterpreted as meaning that the Second Tranche Consideration Shares if remain unissued, could be covered by the refreshed mandate in future. As the commencement of the business operation in the Vanuatu project may not be on schedule as planned, a mistaken view was taken that the 2015 Top-up Placing should proceed under the General Mandate leaving the unissued Second Tranche Consideration Shares to be covered by the refreshed mandate in future.

In order to rectify the issue of Shares in relation to 2015 Top-up Placing, the Company had consulted both Bermuda and Hong Kong lawyers. Given that the total number of Shares issued under the First Tranche Consideration Shares, the 2014 Top-up Placing and the 2015 Top-up Placing were within the number of Shares authorised to be issued under the General Mandate and the Second Tranche Consideration Shares are yet to be issued, the lawyers have respectively confirmed that to seek for a Specific Mandate from Shareholders to confirm the issue of the Second Tranche Consideration Shares will give retrospective confirmation and authority to the issue of the Second Tranche Consideration Shares.

LETTER FROM THE BOARD

The Company had considered the circumstances that the granting of the Specific Mandate may not be approved by the Shareholders. As such, the Company has negotiated with the Vendor and the Vendor has agreed with the Company that if the proposed Specific Mandate is not approved by the Shareholder at the SGM, the Second Tranche Consideration Shares can be settled by cash or other alternatives. If the above-mentioned agreed settlement method materializes, the Second Tranche Consideration Shares will not be issued and in such event, the total number of shares issued in the First Tranche Consideration Shares, the 2014 Top-up Placing and the 2015 Top-up Placing are within the number of shares authorised to be issued under the General Mandate.

As disclosed in the announcement of the Company dated 14 October 2014, the monetary value of the Second Tranche Consideration Shares was HK\$19.24 million. Having considered (i) the Group's audited consolidated cash and cash equivalents of approximately HK\$3,053,000 as disclosed in the annual results of the Company for the year ended 31 March 2015; and (ii) in June 2015, the Group has successfully obtained an unsecured loan facility from an independent third party, the Board is of the view that the Group has sufficient resources to settle the Second Tranche Consideration Shares in case the resolution of granting the Specific Mandate is not approved by the Shareholders at the SGM.

In view of the above-mentioned misinterpretation, the Company will adopt a more proactive communication measures with the Company's legal advisor and financial advisor prior to any decision of the Board could be reached in order to prevent the occurrence of similar incidents.

Having considered that (i) the issue of the Second Tranche Consideration Shares which are for satisfying the terms of the Sale and Purchase Agreement though authorized but have yet to be issued; and (ii) The Bermuda and Hong Kong legal opinions that the Specific Mandate, if granted, will have the retrospective effect of bringing the 2015 Top-up Placing within in the authority of the General Mandate; the Board is of the view that the granting of the Specific Mandate is fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Additional Information of the Second Tranche Consideration Shares

The Second Tranche Consideration Shares are yet to be allotted and issued to the Vendor until within 6 months after the commencement of the operation of the gaming business in Vanuatu.

The Company undertakes that the Second Tranche Consideration Shares will only be allotted and issued after the Specific Mandate is approved.

Issue Price of the Second Tranche Consideration Shares

The Second Tranche Consideration Shares will be allotted and issued at the Issue Price and, when allotted and issued, shall rank *pari passu* in all respects with the other Shares in issue or to be issued by the Company on or prior to the allotment and issue of the Second Tranche Consideration Shares.

LETTER FROM THE BOARD

The Issue Price represents:

- (i) a discount of approximately 2.26% to the closing price of HK\$1.33 per Share as quoted on the Stock Exchange on 14 October 2014, being the date of the Sale and Purchase Agreement;
- (ii) a discount of approximately 0.91% to the average of the closing prices of HK\$1.312 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of the Sale and Purchase Agreement;
- (iii) a discount of approximately 0.84% to the average closing price of HK\$1.311 per Share as quoted on the Stock Exchange for the last ten consecutive trading days immediately prior to the date of the Sale and Purchase Agreement;
- (iv) a premium of approximately 23.81% over the closing price of HK\$1.05 per Share as quoted on the Stock Exchange on the Latest Practicable Date;
- (v) a premium of approximately 22.41% over the average of the closing price of HK\$1.062 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Latest Practicable Date; and
- (vi) a premium of approximately 17.43% over the average of the closing price of HK\$1.107 per Share as quoted on the Stock Exchange for the ten consecutive trading days up to and including the Latest Practicable Date.

The Issue Price was determined by the Board after taking into consideration of the prevailing Share prices as at the date of signing the Sale and Purchase Agreement and the Directors consider that the Issue Price is fair and reasonable.

The Second Tranche Consideration Shares represent approximately 5.31% of the existing issued share capital of the Company as at the Latest Practicable Date and approximately 5.04% of the issued share capital of the Company as enlarged by the allotment and issue of the Second Tranche Consideration Shares. The Directors will allot and issue the Second Tranche Consideration Shares to the Vendor under the Specific Mandate proposed to be sought from the Shareholders at the SGM.

About the Vendor and the Target Group

The Vendor is a businessman who is the beneficial owner of 40% of the issued share capital of the Target Company. He holds 12,200,000 Shares, representing approximately 4.38% of the total issued share capital of the Company as at the Latest Practicable Date.

The Target Group consists of the Target Company and its wholly-owned subsidiaries. The Target Company is an investment holding company incorporated in BVI with 60% of its issued share capital held by the Company and 40% of its issued share capital held by the Vendor.

LETTER FROM THE BOARD

The Target Group, through its wholly-owned subsidiaries, holds the Gaming License issued by the Ministry of Finance and Economic Development of Vanuatu for a term of fifteen (15) years from 24 February 2014.

Current Status of the Target Group

As at the Latest Practicable Date, the Operator of the Target Group business has delivered and installed equipment in Vanuatu. Chartreuse has already submitted certain required documents and information to the regulator in Vanuatu for its review in connection with the grant of approval on the commencement of trading of the Target Group. It is expected that the operation of the Target Group would commence in or about the fourth quarter of 2015 and the Second Tranche Consideration Shares would be issued in or about early 2016.

Effect on shareholding structure of the company

For illustrative purpose only, set out below is a summary of the shareholdings in the Company (i) as at the Latest Practicable Date; and (ii) immediately upon the issue of the Second Tranche Consideration Shares under the Specific Mandate.

	As at the Latest Practicable Date		Immediately upon issuance of the Second Tranche Consideration Shares under the Specific Mandate	
	Number of Shares	%	Number of Shares	%
Mr. Ng (<i>Note 1</i>)	38,877,366	13.95	38,877,366	13.24
Vendor	12,200,000	4.38	27,000,000	9.20
Other public Shareholders	<u>227,655,420</u>	<u>81.67</u>	<u>227,655,420</u>	<u>77.56</u>
	<u>278,732,786</u>	<u>100.00</u>	<u>293,532,786</u>	<u>100.00</u>

Note 1: Mr. Ng is the chairman, chief executive officer and executive director of the Company.

LETTER FROM THE BOARD

Equity fund-raising activities in the past twelve months

Save as disclosed below, the Company has not conducted any equity fund-raising activities in the past twelve months before the Latest Practicable Date:

Date of announcements	Description	Net proceeds (approximately)	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
22 August 2014	Placing of existing Shares and top-up subscription of new Shares	HK\$7.56 million	General working capital and potential investment	Approximately HK\$7.56 million has been utilised for general working capital and investment of the Group as to approximately HK\$0.93 million for staff salaries and benefits and miscellaneous expenses, approximately HK\$1.65 million for legal and professional and consultancy fees, approximately HK\$1.16 million for rent and rates, approximately HK\$1.49 million for Directors' emoluments and approximately HK\$2.33 million for operation setup after the Acquisition and other non-current assets
25 November 2014	Placing of existing Shares and top-up subscription of new Shares	HK\$9.06 million	General working capital and investment	Approximately HK\$9.06 million has been utilised for general working capital and investment of the Group as to HK\$2.06 million for staff salaries and benefits and miscellaneous expenses, approximately HK\$1.42 million for legal and professional and consultancy fees, approximately HK\$1.20 million for rent and rates, approximately HK\$0.76 million for Directors' emoluments and approximately HK\$3.62 million for operation setup after the Acquisition and other non-current assets
23 March 2015	Placing of existing shares and top-up subscription of new Shares	HK\$7.58 million	General working capital and investment	Approximately HK\$7.58 million has been utilised for general working capital and investment of the Group as to HK\$1.83 million for staff salaries and benefits and miscellaneous expenses, approximately HK\$2.46 million for legal and professional and consultancy fees, approximately HK\$1.66 million for rent and rates, approximately HK\$1.59 million for Directors' emoluments and approximately HK\$0.04 million for operation setup after the Acquisition

LETTER FROM THE BOARD

Recommendation

Having considered the reasons as set out herein, the Board hereby recommends all Shareholders to vote in favour of the relevant resolution to be proposed at the SGM to approve the issue of Shares under Specific Mandate.

SGM

A SGM will be convened and held for the Shareholders to consider and, if thought fit, pass the relevant resolution to approve the issue of the Second Tranche Consideration Shares (including the grant of the Specific Mandate).

As at the Latest Practicable Date, the Vendor holds 12,200,000 Shares, representing approximately 4.38% of the total issued share capital of the Company. The Vendor has a material interest in the issue of the Second Tranche Consideration Shares as the Vendor is a party to the Sale and Purchase Agreement. In addition, as the issue of Shares under Specific Mandate has the effect of rectifying the issue of Shares in relation to 2015 Top-up Placing, and Mr. Ng, the Chairman of the Board and the Chief Executive Officer, was involved as the subscriber of the new Shares in the 2015 Top-up Placing, Mr. Ng is deemed to have a material interest in the 2015 Top-up Placing. As at the Latest Practicable Date, Mr. Ng has 38,877,366 Shares, representing approximately 13.95% of the total issued share capital of the Company. The Vendor, Mr. Ng, and the associates of the Vendor and Mr. Ng, to the extent they hold Shares (if any) at the SGM, will be required to abstain from voting at the SGM on the resolution proposed to approve the issue of the Second Tranche Consideration Shares (including the grant of the Specific Mandate). Save as disclosed above, no Shareholder is required to abstain from voting at the SGM in respect of the resolutions relating to the issue of Shares under Specific Mandate. Mr. Ng has also abstained from voting on the meeting of the Board for resolution relating to the proposed grant of the Specific Mandate.

A notice convening the SGM to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 28 August 2015 at 3 p.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 2:30 p.m. on the same day, if later) is set out on pages 12 to 14 of this circular.

Whether or not you are able to attend the special general meeting, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully

For and on behalf of the Board of
Amax International Holdings Limited
Ng Man Sun

Chairman and Chief Executive Officer



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 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 28 August 2015 at 3 p.m. (or immediately after the conclusion of the annual general meeting of the Company to be held at 2:30 p.m. on the same day, if later) 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 Second Tranche Consideration Shares (to be defined in paragraph (c) below) to the Vendor (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 Second Tranche 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 14 October 2014 as disclosed in the Company’s announcements date 14 October 2014 and 11 November 2014 respectively to acquire 60% of the equity interests in Forenzia Enterprises Limited;

NOTICE OF SGM

“**Second Tranche Consideration Shares**” means 14,800,000 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 Vendor within six months after the commencement of operation; and

“**Vendor**” refers to Mr. Yau Kam Wai.”

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, 4 August 2015

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. 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.
5. 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

NOTICE OF SGM

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.