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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)**

**CONNECTED TRANSACTION  
DEED OF SETTLEMENT  
INVOLVING ISSUE OF CONVERTIBLE BONDS UNDER  
SPECIFIC MANDATE**

Reference is made to (i) the announcements of Amax International Holdings Limited (the “**Company**”) dated 29 December 2017 and 1 March 2018 and the circular of the Company dated 31 May 2018 (the “**Circular**”) in relation to the Deed and the Second Deed in respect of the Promissory Notes; and (ii) the announcement of the Company dated 19 June 2018 in relation to the poll results of the SGM held on 19 June 2018. Unless defined otherwise, capitalized terms used in this announcement shall have the same meanings as those defined in the Circular.

On 27 June 2018, the Company had received from the Stock Exchange the conditional listing approval for (i) any Conversion Shares which may issue on exercise of the conversion rights attached to the Convertible Bonds subject to fulfilment of all conditions of the Deed; and (ii) any Second Conversion Shares which may issue on exercise of the conversion rights attached to the Second Convertible Bonds subject to fulfilment of all conditions of the Second Deed.

In this regard, pursuant to the terms and conditions of the Deed, all conditions precedent under the Deed are fulfilled and the First Completion shall take place on the seventh Business Day after the fulfilment of the conditions, that is, 9 July 2018.

As additional time is required for the parties to the Deed to prepare all necessary documents for execution, on 6 July 2018, the Company and the Holders agreed in writing to extend the First Completion date from 9 July 2018 to 23 July 2018. Save for such extension, all other terms and conditions of the Deed shall remain unchanged and shall continue in full force and effect.

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

Hong Kong, 9 July 2018

*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.*