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Sinomax Group Limited
盛諾集團有限公司

(Incorporated under the laws of the Cayman Islands with limited liability)

(Stock Code: 1418)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “EGM”) of Sinomax Group Limited (the “Company”) will be held at 2:30 p.m. on Friday, 6 March 2015 at Taishan Room, Level 5, Island Shangri-La, Hong Kong, Two Pacific Place, Supreme Court Road, Central, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution (with or without amendments) of the Company:

ORDINARY RESOLUTION

“That:

- (a) the equity transfer agreement dated 23 January 2015 (the “Acquisition Agreement”) entered into among 聖諾盟(浙江)聚氨酯家居用品有限公司 (Sinomax (Zhejiang) Polyurethane Household Products Limited*), an indirect wholly-owned subsidiary of the Company, as purchaser (the “Purchaser”), and Chori Co., Ltd. and Mil-ton Company Limited as vendors (collectively, the “Vendors”), in relation to the acquisition of 100% equity interest in 上海聯大海綿有限公司(Shanghai Luen Tai Polyurethane Co. Ltd.*) from the Vendors by the Purchaser at an aggregate consideration of RMB35,000,000 (a copy of the Acquisition Agreement having been produced to the EGM and marked “A” and initialed by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorised on behalf of the Company to do all such things and sign, seal, execute, perfect and deliver all such documents as he/she may in his/her discretion consider necessary, desirable or expedient, for the purposes of or in connection with the implementation of and/or giving effect to any matters relating to the Acquisition Agreement and the transactions contemplated thereunder.”

By Order of the Board
Lam Chi Fan
Chairman

Hong Kong, 13 February 2015

* *for identification purpose only*

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38 Wang Chiu Road
Kowloon Bay
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Notes:

1. The register of members of the Company will be closed from 5 March 2015 to 6 March 2015, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for attending and voting at the EGM convened by the above notice, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 4 March 2015.
2. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in on his/her behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the offices of the Company's Hong Kong share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he/she so wish.
4. A form of proxy in respect of the EGM is enclosed. Whether or not you intend to attend the EGM in person, all members are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the EGM or any adjourned meeting if they so wish.
5. Pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the voting on the resolution at the EGM will be conducted by way of poll.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 9:00 a.m. on the date of the EGM, the EGM will be postponed. Members may visit the websites of the Company at www.sinomax.com/group and The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for details of the postponement and alternative meeting arrangement.
7. The Chinese translation of this notice is for reference only, and in case of any inconsistency, the English version shall prevail over the Chinese version of this notice.
8. As at the date of this notice, the executive directors of the Company are Mr. Lam Chi Fan (Chairman of the Board), Mr. Cheung Tung (President), Mr. Chen Feng, Mr. Lam Kam Cheung (Chief Financial Officer and Company Secretary) and Ms. Lam Fei Man; the independent non-executive directors are Mr. Wong Chi Keung, Professor Lam Sing Kwong, Simon, Mr. Fan Chun Wah, Andrew, Mr. Zhang Hwo Jie and Mr. Wu Tak Lung.