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AKM Industrial Company Limited

安捷利實業有限公司

(incorporated in Hong Kong with limited liability under the Companies Ordinance)

(Stock Code: 8298)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (the “**EGM**”) of AKM Industrial Company Limited (the “**Company**”) will be held at Rooms 2708-11, 27th Floor, West Tower, Shun Tak Centre, Nos. 168-200 Connaught Road Central, Hong Kong on Friday, 27 December 2013 at 10:00 a.m. for the purpose of considering and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (i) the subscription agreement dated 27 November 2013 (“**Subscription Agreement**”) entered into between the Company and GoerTek Inc. (“**GoerTek**”) in respect of the subscription (“**Shares Subscription**”) of a total of 290,920,000 new shares of HK\$0.10 each in the share capital of the Company (“**Subscription Shares**”) at a subscription price of HK\$0.513 per Subscription Share (“**Subscription Price**”) (a copy of the Subscription Agreement having been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) conditional upon the Listing Committee (“**Listing Committee**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) granting the listing of, and permission to deal in, the Subscription Shares, the allotment and issue of the Subscription Shares to GoerTek pursuant to the Subscription Agreement be and is hereby approved and the grant of a specific mandate for the directors of the Company (“**Directors**”) to allot and issue the Subscription Shares at the Subscription Price pursuant to the Subscription Agreement be and is hereby approved; and

(iii) any one or more of the Directors be and is/are hereby authorized to do all such acts and things and execute all such documents where he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.”

2. **“THAT:**

- (i) the placing agreement dated 27 November 2013 (“**Placing Agreement**”) entered into between the Company and Guotai Junan Securities (Hong Kong) Limited (“**Placing Manager**”) in respect of the placing (“**Placing**”) of a total of 132,150,000 new shares of HK\$0.10 each in the share capital of the Company (“**Placing Shares**”) at a placing price of HK\$0.513 per Placing Share (“**Placing Price**”) (a copy of the Placing Agreement having been produced to the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) conditional upon the Listing Committee of The Stock Exchange granting the listing of, and permission to deal in, the Placing Shares, the allotment and issue of the Placing Shares to the places pursuant to the Placing Agreement be and is hereby approved and the grant of a specific mandate for the Directors to allot and issue the Placing Shares at the Placing Price pursuant to the Placing Agreement be and is hereby approved; and
- (iii) any one or more of the Directors be and is/are hereby authorized to do all such acts and things and execute all such documents where he/she/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Placing Agreement and the transactions contemplated thereunder.”

By order of the Board
AKM Industrial Company Limited
Xiong Zheng Feng
Chairman

Hong Kong, 9 December 2013

Registered Office:

Rooms 2708-11, 27/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Principal place of business in China:

63 Huan Shi Road South
Information Technology Park
Nansha District
Guangzhou City
The People’s Republic of China

Notes:

- (i) Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A member who is the holder of two or more shares of the Company (“Shares”) may appoint more than one proxy to represent him and vote on his behalf at the EGM provided that if more than one proxy is so appointed the appointment shall specify the number of Shares in respect of each such proxy is so appointed. A proxy need not be a member of the Company.
- (ii) The form of proxy must be signed by a member or the attorney of the member duly authorized in writing or, in the case of a corporation, must be signed either under its common seal or under the hand of an officer or attorney so authorized.
- (iii) To be valid, the proxy form must be delivered to the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, not less than 48 hours before the time for holding the EGM or adjourned meeting thereof.
- (iv) Delivery of an instrument appointing a proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (v) Where there are joint registered holders of any Share(s), any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Share(s) as if he was solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share(s) shall alone be entitled to vote in respect thereof.

As at the date of this notice, the executive Directors are Mr. Xiong Zheng Feng, Mr. Chai Zhi Qiang and Ms. Li Ying Hong; the non-executive Director is Mr. Meng Weiwei; and the independent non-executive Directors are Mr. Hung Chi Yuen Andrew, Mr. Liang Zhi Li and Mr. Bi Keyun.

This notice, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange 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 notice 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 notice misleading.

This notice will remain on the GEM website at <http://www.hkgem.com> on the “Latest Company Announcement” page for at least seven days from the date of its publication and on the Company’s website at <http://www.akmcompany.com> on the “Company Announcement” page.