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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 16 April 2014 (Wednesday) 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 framework purchase agreement dated 11 March 2014 (“**New Purchase Agreement**”) entered into between the Company (for itself and on behalf of its subsidiaries) and GoerTek Inc. (for itself and on behalf of its subsidiaries) (a copy of the New Purchase Agreement having been produced to the meeting and marked “A” and initialled 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) the Proposed Annual Caps for each of the year ending 31 December 2014, 31 December 2015 and 31 December 2016 (as defined and described in the circular of which this resolution forms part) in relation to the transactions contemplated under the New Purchase Agreement be and are hereby approved; and

(iii) any one director of the Company be and is hereby authorized to do all such acts and things and execute all such documents where he/she consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the New Purchase Agreement, the transactions contemplated thereunder and the Proposed Annual Caps.”

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

Hong Kong, 1 April 2014

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 share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 hereof, the executive directors of the Company are Mr. Xiong Zheng Feng, Mr. Chai Zhi Qiang and Madam Li Ying Hong; the non-executive directors of the Company are Mr. Meng Weiwei and Mr. Gong Jiantang; and the independent non-executive directors of the Company are Mr. Hung Chi Yuen Andrew, Mr. Liang Zhi Li and Mr. Bi Keyun.