



**A-MAX HOLDINGS LIMITED**  
**奧瑪仕控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 959)**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of A-Max Holdings Limited (the “Company”) will be held at Room 3078, Diamond Square, 3/F, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 27 August 2007, Monday at 10:30 a.m. for the following purposes:

**As ordinary business:**

1. To receive and consider the audited financial statements and the Directors’ report and auditor’s report for the year ended 31 March 2007.
2. To re-elect Mr. Wan Kam Shing, Claude, a retiring Director, as a Director.
3. To re-elect Mr. Chan Chi Yuen, a retiring Director, as a Director.
4. To re-elect Mr. Lam Cheok Va, Francis, a retiring Director, as a Director.
5. To re-elect Mr. Ng Wai Hung, Raymond, a retiring Director, as a Director.
6. To authorise the board of Directors to fix the remuneration of the Directors.
7. To re-appoint CCIF CPA Limited as auditor and authorize the Directors to fix its remuneration.

**As special business:**

To consider and, if thought fit, pass with or without modifications, the following resolution as ordinary resolution:

8. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“Shares”) or securities convertible into Shares, options, warrants or similar rights to subscribe for Shares and to make or grant offers, agreements, options and rights of exchange or conversion which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall authorize the Directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of rights of conversion or subscription under the terms of any securities which are convertible into Shares or any share option scheme or similar arrangement of the Company for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or (iii) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend in accordance with the bye-laws of the Company, shall not exceed in total 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable laws of Bermuda to be held; or
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of Shares on the register on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions to other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside Hong Kong).”

On behalf of the Board  
**Cheung Nam Chung, Brian**  
*Chairman*

Hong Kong, 31 July 2007

*As at the date hereof, the Board comprises of seven executive Directors, namely Mr. Cheung Nam Chung, Brian, Mr. Wan Kam Shing, Claude, Mr. Chan Chi Yuen, Mr. Lam Cheok Va, Francis, Ms. Li Wing Sze, Mr. Chen Zhiquan and Mr. Lee Keung Shing and three independent non-executive Directors, namely Mr. Chan Chiu Hung, Alex, Mr. Lee Tsz Hong and Mr. Ng Wai Hung, Raymond.*

*Principal places of business in Hong Kong:*

Room 3043A	Units 11-12
Diamond Square	32/F Cable TV Tower
3/F, Shun Tak Centre	9 Hoi Shing Road
200 Connaught Road Central	Tsuen Wan
Hong Kong	New Territories
	Hong Kong

*Notes:*

1. A form of proxy for use at the meeting is being despatched to the shareholders of the Company together with a copy of this notice.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person duly authorized to sign the same.
3. Any shareholder entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited at the Company's branch share registrar, Secretaries Limited of 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
5. Completion and deposit of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.
6. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

\* *For identification purposes only*