



A-MAX HOLDINGS LIMITED
奧瑪仕控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code : 959)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special 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 21 November 2007, Wednesday at 10:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution of the Company:

“THAT:

- (a) the conditional loan agreement (a copy of which marked “A” has been produced to the meeting and signed by the Chairman for the purpose of identification) made between Ace High Group Limited and the Company dated 23 August 2007 (as amended and supplemented by the extension letters dated 21 September 2007 and 22 October 2007 respectively) relating to the granting of the term loan facility of up to HK\$3 billion to Ace High Group Limited (details of which are set out in the circular of the Company dated 5 November 2007 to its shareholders (the “Circular”), a copy of which marked “B” has been produced to the meeting and signed by the Chairman for the purpose of identification) and all transactions contemplated thereby be and are hereby approved, ratified and confirmed;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares (as defined below), the directors (the “Directors”) of the Company be and are hereby authorised to allot and issue up to 23,076,923,077 new shares of the Company of HK\$0.001 each (the “Placing Shares”) pursuant to the terms of the placing agreement made between the Company and CLSA Limited dated 17 October 2007 and the Placing Shares shall, when allotted and issued, rank pari passu in all respects with all other shares of the Company in issue on the date of such allotment and issue; and
- (c) the Directors be and are hereby authorised on behalf of the Company to sign, seal, execute, perfect, deliver and do all such documents, deeds, acts, matters and things as they may in their absolute discretion consider necessary or desirable or expedient for the purpose of or in connection with the implementation of and to give effect to the matters contemplated in subparagraphs (a) and (b) above (including without limitation any agreement or document in connection with the agreement between the Company and CLSA Limited to determine the placing price for the Placing Shares) and all other matters incidental thereto.”

On behalf of the Board
A-Max Holdings Limited
Cheung Nam Chung, Brian
Chairman

Hong Kong, 5 November 2007

As at the date hereof, the board of Directors comprises six executive Directors, namely Mr. Cheung Nam Chung, Brian, 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 purpose only*