

**(1) PROPOSED GRANT OF REPURCHASE MANDATE  
AND  
(2) REFRESHMENT OF SCHEME MANDATE LIMIT**

**PROPOSED GRANT OF REPURCHASE MANDATE**

The Board proposes to seek from the Shareholders for the grant of Repurchase Mandate.

**REFRESHMENT OF SCHEME MANDATE LIMIT**

The Board also proposes to seek approval from the Shareholders to refresh the Scheme Mandate Limit on the grant of options under the Share Option Scheme.

A circular containing details regarding (i) the granting of the Repurchase Mandate; (ii) the Proposed Refreshment; and (iii) a notice convening the SGM will be despatched to the Shareholders as soon as practicable.

**PROPOSED GRANT OF REPURCHASE MANDATE**

The Board proposes to seek from the Shareholders for the grant of Repurchase Mandate. The Company will convene the SGM at which resolution will be proposed for the grant of Repurchase Mandate to the Directors.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and in accordance with the terms therein, the Company would be allowed to repurchase up to a maximum of 2,658,889,728 Shares, representing 10% of the aggregate nominal amount of the issued Shares as at the date of passing the resolution approving the Repurchase Mandate on the basis that no further Shares will be issued and/or repurchased by the Company between the date of this announcement and the date of the SGM.

The Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company, or any applicable laws of Bermuda to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given by the Directors.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to grant the Repurchase Mandate to the Directors. An explanatory statement required by the Listing Rules will be included in the circular to be despatched to the Shareholders in due course.

The Directors believe that the Repurchase Mandate is in the interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

## **REFRESHMENT OF THE SCHEME MANDATE LIMIT**

The Share Option Scheme was adopted by the Company on 12 August 2002. At the special general meeting of the Company held on 18 June 2003, the Scheme Mandate Limit was refreshed so that the total number of Shares which may fall to be issued upon the exercise of all Options to be granted under the Share Option Scheme or other schemes shall not exceed 4,959,000 Shares, representing 10% of the issued share capital of the Company as at the date of the special general meeting held on 18 June 2003. At the annual general meeting of the Company held on 5 September 2006, the Scheme Mandate Limit was refreshed so that the total number of Shares which may fall to be issued upon the exercise of all Options to be granted under the Share Option Scheme or other schemes shall not exceed 482,442,731 Shares, representing 10% of the issued share capital of the Company as at the date of the annual general meeting held on 5 September 2006.

As at the date of this announcement, the number of Shares which may be issued upon the exercise of all the Options to be granted under the Scheme Mandate Limit was 482,442,731 Shares, representing 100% of the current Scheme Mandate Limit.

As at the date of this announcement, the Company has 26,588,897,285 Shares in issue. The maximum number of Shares which may be issued upon the exercise of all the Options to be granted under the Scheme Mandate Limit as refreshed will be 2,658,889,728 Shares on the basis that no further Shares are issued and/or repurchased by the Company between the date of this announcement and the date of the SGM, representing 10% of the issued share capital of the Company as at the date of approval of the Proposed Refreshment by the Shareholders at the SGM.

Pursuant to the Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme or other schemes at any time may not exceed 30% of the Shares in issue from time to time. The Board undertakes that no Option shall be granted under the Share Option Scheme and any scheme(s) of the Company if this will result in the 30% limit being exceeded.

The Board considers that it is in the interests of the Company to refresh the Scheme Mandate Limit to permit the granting of Options so as to provide incentives to, and recognise the contributions of, the eligible participants under the Share Option Scheme. A resolution will be proposed at the SGM for the approval of the Shareholders to refresh the Scheme Mandate Limit.

## **CONDITIONS OF THE PROPOSED REFRESHMENT**

The Proposed Refreshment is conditional upon:

- (i) the passing of the necessary ordinary resolution by the Shareholders at the SGM to approve the Proposed Refreshment; and
- (ii) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

## **SGM**

To the best knowledge of the Directors, no Shareholders have a material interest in the proposed grant of Repurchase Mandate and the Proposed Refreshment and accordingly, no Shareholders will have to abstain from voting at the SGM regarding the proposed grant of Repurchase Mandate and the Proposed Refreshment.

A circular containing details regarding (i) the granting of the Repurchase Mandate; (ii) the Proposed Refreshment; and (iii) a notice convening the SGM will be despatched to the Shareholders as soon as practicable.

## **DEFINITIONS**

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“associates”	has the same meaning as ascribed to it under the Listing Rules
“Board”	the board of Directors
“Company”	A-Max Holdings Limited, a company incorporated in Bermuda with limited liability, the issued Shares of which are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Option(s)”	the option(s) granted or to be granted under the Share Option Scheme to subscribe for Shares in accordance with the terms thereof

“Proposed Refreshment”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme at the SGM
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the SGM to exercise the powers of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Scheme Mandate Limit”	the total number of Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes of the Group, which must not in aggregate exceed 10% of the Shares in issue as at the date on which dealings in the Shares first commence on the Stock Exchange which may be refreshed pursuant to the rules of the Share Option Scheme. If the Scheme Mandate Limit is refreshed, the total number of Shares which may be issued upon exercise of all options to be granted must not in aggregate exceed 10% of the Shares in issue as at the date of passing of the relevant ordinary resolutions at the SGM
“SGM”	the special general meeting of the Company to be convened and held to consider and, if thought fit, to approve, among other matters, the proposed grant of the Repurchase Mandate and the Proposed Refreshment
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.001 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 12 August 2002
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawfully currency of Hong Kong
“%”	per cent.

By order of the Board of  
**A-Max Holdings Limited**  
**Cheung Nam Chung, Brian**  
*Chairman*

Hong Kong, 30 January 2008

*As at the date of this announcement, the Board comprises Mr. Cheung Nam Chung, Brian, Mr. Chan Ying Tat, Mr. Chan Chi Yuen, Mr. Lam Cheok Va, Francis and Ms. Li Wing Sze being the executive Directors, and Mr. Chan Chiu Hung, Alex, Mr. Lee Tsz Hong and Mr. Ng Wai Hung being the independent non-executive Directors.*

\* For identification purpose only