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## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of A-Max Holdings Limited (the “**Company**”) to be held at Room 3203, 32/F., Strategic Financial Relations Limited, Admiralty Centre I, 18 Harcourt Road, Hong Kong on 12 June 2008 at 5:00 p.m. for the purpose of considering and, if thought fit, passing the following resolutions, with the resolutions numbered 1 and 2 to be taken by way of a poll:

### ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the capitalisation notice (the “**Capitalisation Notice**”) dated 11 February 2008 executed by the Company in relation to the capitalisation (the “**Capitalisation**”) of a sum of HK\$50,000,000 of the loan (the “**Loan**”) granted pursuant to the loan agreement (the “**Loan Agreement**”) dated 23 August 2007 (as amended and supplemented by the extension letters dated 21 September 2007 and 22 October 2007 respectively) entered into between the Company and Ace High Group Limited (“**Ace High**”) into 9,999 shares (the “**Capitalised Ace High Shares**”) of US\$1.00 each in the issued share capital of Ace High, representing 99.99% of the issued share capital of Ace High as enlarged by the Capitalisation (a copy of which is marked “A” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) and all the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and
- (b) the directors (the “**Directors**”) of the Company be and are hereby authorised to do all such acts and things and execute all documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Capitalisation and the transactions contemplated thereunder.”

2. “**THAT**

- (a) the transaction (the “**Continuing Connected Transaction**”) as a result of the provision of finance by Ace High to AMA International Limited (“**AMA**”) and/or Ms. Chen Mei Huan (“**Ms. Chen**”) pursuant to the profit transfer agreement (the “**First Profit Transfer Agreement**”) made between AMA and Ace High on 10 September 2007 (as supplemented by a supplemental agreement dated 29 April 2008) and the profit transfer agreement (the “**Second Profit Transfer Agreement**”) made between Ace High and Mr. Francisco Xavier Albino (“**Mr. Albino**”) dated 10 September 2007 (a copy of which is marked “B” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) and all the transactions contemplated thereunder be and are hereby ratified, confirmed and approved; and

\* For identification purpose only

- (b) the Directors be and are hereby authorised to do all such acts and things and execute all documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Continuing Connected Transaction and the transactions contemplated thereunder.”

### SPECIAL RESOLUTION

3. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be and is hereby changed (the “**Proposed Name Change**”) from “A-Max Holdings Limited” to “AMax Entertainment Holdings Limited” and upon the name change becoming effective, the new Chinese name “澳瑪娛樂控股有限公司” will be adopted to replace “奧瑪仕控股有限公司” for identification purpose only with effect from the day of the entry of the new name on the register maintained by the Registrar of Companies in Bermuda, and the Directors be and are hereby authorised to do all such acts and things and execute all documents they consider necessary or expedient to give effect to the Proposed Name Change.”

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

Hong Kong, 16 May 2008

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place  
of business in Hong Kong:*  
Room 3043A  
Diamond Square  
3/F., Shun Tak Centre  
200 Connaught Road Central  
Hong Kong

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company’s branch registrar in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this notice, the board of Directors comprises Mr. Cheung Nam Chung, Brian, Mr. Chan Ying Tat, Ted, 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.*