



Amax Entertainment Holdings Limited

澳瑪娛樂控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 959)

FORM OF PROXY

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) of Amax Entertainment Holdings Limited (the “Company”) to be held at Strategic Financial Relations Limited, Room 3202, 32nd Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 29 September 2008 at 3:00 p.m. and at any adjournment thereof.

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares of
HK\$0.01 each in the Company hereby appoint the chairman of the Meeting or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held on Monday, 29 September 2008 at 3:00 p.m. and at any
adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) ^(note d).

Ordinary Resolution	For	Against
To approve, confirm and ratify the Sale and Purchase Agreement dated 27 August 2008 entered into between the Company and 黎賢姬 (Li Xianji [#]) in relation to the disposal of the entire issued share capital of Profit Goal Holdings Limited and the transactions contemplated thereunder		

Dated the _____ day of _____ 2008

Shareholder's signature x _____ x ^(notes e, f, g and h)

Notes:

- a Please insert full name(s) and address(es) in **BLOCK CAPITALS**.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d **If you wish to vote for the resolution set out above, please tick (“✓”) the boxes marked “For”. If you wish to vote against the resolution, please tick (“✓”) the boxes marked “Against”.** If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h Any alteration made to this form should be initialled by the person who signs the form.

* for identification purpose only