



Amax Entertainment Holdings Limited

澳瑪娛樂控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 959)

NOTICE OF SGM

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Amax Entertainment Holdings Limited (the “**Company**”) will 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. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the conditional sale and purchase agreement (the “**Sale and Purchase Agreement**”) dated 27 August 2008 entered into between the Company as vendor and 黎賢姬 (Li Xianji#) as purchaser in relation to the sale and purchase of the 1,000 shares of US\$1.00 each in the issued share capital of Profit Goal Holdings Limited, a wholly owned subsidiary of the Company, for an aggregate consideration of HK\$1.00 (a copy of which is marked “A” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any director 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 of the Sale and Purchase Agreement and the transactions contemplated thereunder.”

By order of the Board
Amax Entertainment Holdings Limited
Cheung Nam Chung, Brian
Chairman

Hong Kong, 12 September 2008

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

*Head office and principal place of
business in Hong Kong:*
2701 Vicwood Plaza
199 Des Voeux 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. Kou Hoi In, Attorney Lorna Patajo Kapunan, Mr. Chan Chiu Hung, Alex and Mr. Hau Chi Kit, Aaron being the Independent Non-executive Directors.

The English transliteration of the Chinese name(s) in this notice, where indicated, is included for information purpose only, and should not be regarded as the official English name(s) of such Chinese name(s).

** For identification purpose only*