

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “SGM”) of Amax Entertainment Holdings Limited (the “Company”) will be held at Strategic Financial Relations Limited, Room 3203, 32nd Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Monday, 11 May 2009 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. **“THAT** subject to the fulfillment of the terms and conditions set out in the subscription agreement dated 20 March 2009 (the “**Subscription Agreement**”) entered into between the Company and Mr. Ng Man Sun (“**Mr. Ng**”) (a copy of the Subscription Agreement having been produced to the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) in respect of the subscription for 1,000,000,000 shares of HK\$0.01 each in the capital of the Company (the “**Subscription Shares**”) at a subscription price of HK\$0.40 each (the “**Subscription**”):
 - (i) the Subscription Agreement in relation to the proposed Subscription and the matters contemplated thereby be and are hereby approved, confirmed and ratified;
 - (ii) the subscription for the Subscription Shares to Mr. Ng pursuant to the Subscription Agreement be and is hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorised to allot and issue the Subscription Shares pursuant to the Subscription Agreement; and

* *For identification purpose only*

- (iii) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient in connection with and to give effect to the proposed Subscription.”

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

Hong Kong, 6 April 2009

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his/her/its stead. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy enclosed with the circular of the Company dated 6 April 2009 must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s share registrar, Tricor Secretaries Limited of 26/F Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting (or the adjourned meeting as the case may be).
3. In the case of joint holders of Shares, any one of such joint holders may vote at the SGM, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
4. All resolutions proposed at the SGM will be taken by way of a poll.

As at the date of this notice, the Board comprises Mr. Cheung Nam Chung, Mr. Huang Xiang Rong and Ms. Li Wing Sze being the executive Directors, Mr. Leung Kin Cheung, Laurent being the non-executive Director and Attorney Lorna Patajo Kapunan, Mr. Chan Chiu Hung, Alex, Mr. Cheng Kai Tai, Allen, and Mr. Fang Ang Zheng being the independent non-executive Directors.