

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Amax Entertainment Holdings Limited, you should at once hand this circular together with the enclosed form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



## **Amax Entertainment Holdings Limited**

**澳瑪娛樂控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 959)

### **PROPOSED CHANGE OF NAME AND NOTICE OF SPECIAL GENERAL MEETING**

---

A notice convening a special general meeting of the Company to be held at Strategic Financial Relations Limited, Room 3203, 32nd Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong at 3:00 p.m. on Friday, 10 July 2009 is set out on pages 5 to 6 of this circular. A form of proxy for use at the special general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk).

Whether or not you are able to attend the special general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and deposit the same at the offices of the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the special general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish.

2 June 2009

\* For identification purpose only

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction .....	2
Proposed Change of Name .....	3
Reasons for the Change of Name .....	3
Conditions of the Change of Name .....	3
Effects of the Change of Name .....	3
SGM .....	4
Recommendation .....	4
Miscellaneous .....	4
<b>Notice of SGM</b> .....	5

---

## DEFINITIONS

---

*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Board”	the board of Directors
“Change of Name”	the proposed change of the English name of the Company from “Amax Entertainment Holdings Limited” to “Amax Holdings Limited” and the adoption by the Company of “奧瑪仕控股有限公司” as its secondary name
“Company”	Amax Entertainment Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company from time to time
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“SGM”	the special general meeting of the Company to be held to consider and, if thought fit, approve the Change of Name
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

LETTER FROM THE BOARD

---



**Amax Entertainment Holdings Limited**

**澳瑪娛樂控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 959)

*Executive Directors:*

Mr. Cheung Nam Chung  
Mr. Huang Xiang Rong  
Ms. Li Wing Sze

*Non-executive Director:*

Mr. Leung Kin Cheong, Laurent

*Independent non-executive Directors:*

Attorney Lorna Patajo Kapunan  
Mr. Chan Chiu Hung, Alex  
Mr. Cheng Kai Tai, Allen  
Mr. Fang Ang Zeng  
Prof. Zeng Zhong Lu

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business and  
head office in Hong Kong*

2701 Vicwood Plaza  
199 Des Voeux Road Central  
Hong Kong

2 June 2009

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CHANGE OF NAME  
AND  
NOTICE OF SPECIAL GENERAL MEETING**

**INTRODUCTION**

On 1 June 2009, the Board announced the proposal for the Change of Name.

The purpose of this circular is to provide the Shareholders with (i) information on the Change of Name; and (ii) the notice of the SGM to be convened and held for the purpose of considering and, if thought fit, approving the necessary resolution for the Change of Name.

\* For identification purpose only

---

## LETTER FROM THE BOARD

---

### PROPOSED CHANGE OF NAME

The Board proposed to change the English name of the Company from “Amax Entertainment Holdings Limited” to “Amax Holdings Limited” and adopt “奧瑪仕控股有限公司” as its secondary name. Upon the Change of Name becoming effective, the Company will cease to use its Chinese name “澳瑪娛樂控股有限公司” for identification purposes.

### REASONS FOR THE CHANGE OF NAME

The Board considers the proposed new English and Chinese names of the Company will refresh the corporate image and identity of the Company and will more appropriately describe the business of the Group, which the Board considers is in the interest of the Company and its Shareholders as a whole.

### CONDITIONS OF THE CHANGE OF NAME

The proposed Change of Name is subject to:

- (a) the passing of a special resolution by the Shareholders to approve the Change of Name at the SGM; and
- (b) the approval for the Change of Name being granted by the Registrar of Companies in Bermuda.

Subject to satisfaction of the conditions set out above, the Change of Name will take effect from the date on which the Registrar of Companies in Bermuda enters the new English and Chinese names of the Company on the register in place of the existing English name. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong. Further announcement will be made by the Company to inform the Shareholders of the effective date of the Change of Name and the trading arrangement in respect of the stock short names of the Company.

### EFFECTS OF THE CHANGE OF NAME

The Change of Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the present name of the Company, after the Change of Name becoming effective, will continue to be evidence of legal title to the Shares and will be valid for trading, settlement and registration purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates under the Company’s new name. Any issue of share certificates after the Change of Name has become effective will be under the new name of the Company.

---

## LETTER FROM THE BOARD

---

### SGM

The SGM will be held at Strategic Financial Relations Limited, Room 3203, 32nd Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 10 July 2009 at 3:00 p.m. to consider and, if thought fit, approve the Change of Name.

A notice convening the SGM is set out on pages 5 to 6 of this circular. There is a form of proxy for use at the SGM accompanying this circular. If you are not able to attend and/or vote at the SGM, you are strongly urged to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

In accordance with the requirement of Rule 13.39(4) of the Rules Governing the Listing of Securities on the Stock Exchange, the vote for the special resolution by the Shareholders at the SGM must be taken by way of poll.

### RECOMMENDATION

The Board considers that the Change of Name is in the interest of the Company and accordingly recommends all Shareholders to vote in favour of the special resolution at the SGM to approve the Change of Name.

### MISCELLANEOUS

The English version of the circular shall prevail over its Chinese version in case of any inconsistency.

Yours faithfully,  
For and on behalf of the Board  
**Amax Entertainment Holdings Limited**  
**Cheung Nam Chung**  
*Chairman*

---

NOTICE OF SGM

---



**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 a special general meeting (the “Meeting”) 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 Friday, 10 July 2009 at 3:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendment or modifications, the following resolution:

**SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the English name of the Company be changed from “Amax Entertainment Holdings Limited” to “Amax Holdings Limited” and “奧瑪仕控股有限公司” be adopted as the secondary name of the Company. The directors of the Company be and are hereby authorized to do all such acts, and execute such deeds and things as they may, in their absolute discretion, deem fit in order to effect such change of name.”

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

Hong Kong, 2 June 2009

*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

\* For identification purpose only

---

## NOTICE OF SGM

---

*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 2 June 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 26th Floor, 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.