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## **Amax Entertainment Holdings Limited**

**澳瑪娛樂控股有限公司\***

**(To be renamed as “Amax Holdings Limited”  
and adopted “奧瑪仕控股有限公司” as the secondary name)**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 959)**

### **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

#### **WHEREAS**

A notice convening the annual general meeting (the “**AGM**”) of Amax Entertainment Holdings Limited (the “**Company**”) to be held at Strategic Financial Relations Limited, Room 3203, 32nd Floor, Admiralty Centre I, 18 Harcourt Road, Hong Kong on Friday, 11 September 2009 at 3:00 p.m. was given on 30 July 2009.

References are made to (i) the circular of the Company dated 30 July 2009 in relation to the AGM; (ii) the announcement of the Company dated 5 August 2009 relating to the resignation of Mr. Huang Xiang Rong (“**Mr. Huang**”) as executive Director (the “**Director**”) of the Company with effect from 6 August 2009; and (iii) the announcement of the Company dated 7 August 2009 the appointments of Mr. Li Kin Ho (“**Mr. Li**”) and Mr. Victor Ng (“**Mr. Ng**”) as executive Directors with effect from 7 August 2009, respectively.

As a result of the resignation of Mr. Huang, the ordinary resolution in relation to the re-election of Mr. Huang as executive Director as set out in the notice of AGM dated 30 July 2009 will not be proposed to the shareholders of the Company (the “**Shareholders**”) for approval at the AGM. Further, due to the appointments of Mr. Li and Mr. Ng as executive Directors and pursuant to bye-law 86(2) of the bye-laws of the Company (the “**Bye-laws**”), Mr. Li and Mr. Ng shall retire from office by rotation at the next following general meeting (i.e. AGM), and being eligible, each of them will offer themselves for re-election as executive Directors (as the case may be). As such, ordinary resolutions will be proposed to the Shareholders for approval at the AGM for the re-election of Mr. Li and Mr. Ng as executive Directors.

This supplemental notice of AGM dated 11 August 2009 would supersede a notice of AGM dated 30 July 2009. The enclosed revised form of proxy (the “**Revised Proxy Form**”) dated 10 August 2009 would also supersede a form of proxy dated 30 July 2009 (the “**Former Proxy Form**”), which includes the spaces provided for your votes on the re-election of Mr. Li and Mr. Ng as executive Directors. Please use the Revised Proxy Form for the AGM instead of the Former Proxy Form.

The board of Directors (the “**Board**”) apologized for any inconvenience caused.

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

Hong Kong, 11 August 2009

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general 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, 11 September 2009 at 3:00 p.m., to transact the following ordinary business:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2009;
2.
  - (a) to re-elect Mr. Cheung Nam Chung as executive Director;
  - (b) to re-elect Mr. Leung Kin Cheong, Laurent as non-executive Director;
  - (c) to re-elect Attorney Lorna Patajo Kapunan as independent non-executive Director;
  - (d) to re-elect Mr. Chan Chiu Hung, Alex as independent non-executive Director;
  - (e) to re-elect Mr. Cheng Kai Tai, Allen as independent non-executive Director;
  - (f) to re-elect Mr. Fang Ang Zeng as independent non-executive Director;
  - (g) to re-elect Professor Zeng Zhong Lu as independent non-executive Director;
  - (h) to re-elect Mr. Li Kin Ho as executive Director;
  - (i) to re-elect Mr. Victor Ng as executive Director;
  - (j) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Messrs. CCIF CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;

and, as special business, consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:

- (aa) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and

- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act (the “**Companies Act**”) 1981 of Bermuda (as amended) or any other applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. “**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act or any other applicable laws of Bermuda to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. “**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

7. “**THAT** the authorised share capital of the Company be increased from HK\$40,000,000 divided into 4,000,000,000 Shares of HK\$0.01 each to HK\$50,000,000 divided into 5,000,000,000 Shares by the creation of an additional 1,000,000,000 new Shares and the Directors be and are hereby authorised to do such acts and incidental things and execute such documents to effect the resolution hereof.”

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

Hong Kong, 11 August 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

*Notes:*

1. Biographical details of Mr. Li and Mr. Ng are set out below:

**Mr. LI Kin Ho**, aged 39, has been appointed as executive Director with effect from 7 August 2009 and he was appointed as the chief executive officer of the Company on 6 May 2009. He graduated with a Bachelor of Science (Honours) Degree from Imperial College London. Mr. Li worked for several world renowned investment banks, including Fimat Futures-Societe Generale, Credit Lyonnais Hong Kong, JP Morgan Chase and Credit Suisse First Boston. He was a director and head of AP Equity Derivatives and CB Sales at Barclays Capital Asia.

Mr. Li has entered into a letter of appointment with the Company for a term of 3 years commencing on 7 August 2009 with an amount of emoluments of HK\$3,600,000 per annum, which is determined by the Board with reference to his duties and responsibility. Mr. Li is also subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws.

Save as disclosed above, Mr. Li does not have any relationships with other Directors, senior management, substantial or controlling Shareholders, nor any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”). Save as disclosed above, Mr. Li had not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and had not previously held any position with the Company and its subsidiaries (the “**Group**”).

**Mr. Victor NG**, aged 21, has been appointed as executive Director with effect from 7 August 2009 and he studies in Purdue University in USA and he is majoring in Mechanical Engineering. Mr. Ng is a new comer to the industry and he will be under the back up support of his father, Mr. Ng Man Sun, a substantial Shareholder of the Company and controlling shareholder of Greek Mythology. Mr. Ng Man Sun is a business executive primarily engaged in the gaming, entertainment, transportation and hotel industries in Macau for more than 40 years, he is the Charter President and executive director of the Macau Professional Gaming Association.

Mr. Ng has entered into a letter of appointment with the Company for a term of 3 years commencing on 7 August 2009 with an amount of emoluments of HK\$120,000 per annum, which is determined by the Board with reference to his duties and responsibility. Mr. Ng is also subject to retirement by rotation and/or re-election at general meetings in accordance with the Bye-laws.

Save as disclosed above, Mr. Ng does not have any relationships with other Directors, senior management, substantial or controlling Shareholders, nor any interests in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Ng had not held any other directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and had not previously held any position with the Group.

There is no information relating to Mr. Li and Mr. Ng that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

2. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy 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 Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the annual general meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof, should he/she/it so wish.
4. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
5. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 30 July 2009.

*As at the date of this notice, the Board of Directors comprises Mr. Cheung Nam Chung, Ms. Li Wing Sze, Mr. Li Kin Ho and Mr. Victor Ng being the executive Directors, Mr. Leung Kin Cheong, Laurent being the non-executive Director and Attorney Lorna Patajo Kapunan, Mr. Chan Chiu Hung, Alex, Mr. Cheng Kai Tai, Allen, Mr. Fang Ang Zeng and Professor Zeng Zhong Lu being the independent non-executive Directors.*

\* For identification purpose only