

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in Maxitech International Holdings Limited (the "Company"), you should at once hand this circular and the accompanying 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 the transferee.

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MAXITECH INTERNATIONAL HOLDINGS LIMITED

全美國際控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8136)

PROPOSED CHANGE OF AUDITORS

A notice convening the EGM of the Company to be held at 14/F., Printing House 6 Duddell Street, Central, Hong Kong on Thursday, 3 May 2007 at 4:00 p.m. is set out on page 6 of this circular. A form of proxy for use at the extraordinary general meeting is enclosed.

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

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for seven days from the date of its publication.

CHARACTERISTICS OF GEM

GEM has been established as a market designed to accommodate companies to which a high investment risk may be attached. In particular, companies may list on GEM with neither a track record of profitability nor any obligation to forecast future profitability. Furthermore, there may be risks arising out of the emerging nature of companies listed on GEM and the business sectors or countries in which the companies operate. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

The principal means of information dissemination on GEM is publication on the Internet website operated by the Stock Exchange. Listed companies are not generally required to issue paid announcements in gazetted newspapers. Accordingly, prospective investors should note that they need to have access to the GEM website in order to obtain up-to-date information on GEM-listed issuers.

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DEFINITIONS

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

“Articles”	the articles of association of the Company and “Article” shall mean an article of the Articles
“Baker Tilly”	Baker Tilly Hong Kong Limited, Certified Public Accounts
“Board”	the board of Directors from time to time
“Change of Auditors”	the change of auditors of the Group involving the resignation of Baker Tilly as auditors of the Group and subject to the Shareholders’ approval at the EGM, the proposed appointment of Grant Thornton as new auditors of the Group to fill the vacancy following the resignation of Baker Tilly
“Company”	Maxitech International Holdings Limited (formerly known as “FX Creations International Holdings Limited”), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the GEM
“Directors”	the directors of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be held and convened to consider and approve the Change of Auditors
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Grant Thornton”	Messrs. Grant Thornton, Certified Public Accountants, being the proposed new auditors of the Group
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	11 April 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD

The logo for MXTECH, featuring the letters 'MXTECH' in white on a dark red square background.

MAXITECH INTERNATIONAL HOLDINGS LIMITED

全美國際控股有限公司*

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(Stock Code: 8136)

Executive Director:

Mr. Pong Wai San, Wilson

Non-executive Director:

Mr. Li Chi Chung

Independent non-executive Directors:

Mr. Koo Fook Sun, Louis

Mr. Henry Lai Hing Wing

Mr. Lung Hung Cheuk

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head office and principal place
of business in Hong Kong:*

Room 806B, 8/F.

Nanyang Plaza

57 Hung To Road

Kowloon, Hong Kong

16 April 2007

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF AUDITORS

INTRODUCTION

Reference is made to the announcement of the Company dated 29 March 2007 in relation to the Change of Auditors. The purpose of this circular is to provide you with (i) details of the proposed Change of Auditors; and (ii) the notice of EGM.

PROPOSED CHANGE OF AUDITORS

As announced in the announcement of the Company dated 29 March 2007, Baker Tilly has resigned as auditors of the Group with effect from 27 March 2007. The Board proposes to appoint Grant Thornton as the new auditors of the Group to fill the vacancy following the resignation of Baker Tilly. Pursuant to the Articles, such appointment has to be approved by the Shareholders at the EGM.

* for identification purpose only

LETTER FROM THE BOARD

Baker Tilly has confirmed that there were no matters that needed to be brought to the attention of the Shareholders. Moreover, the Board was not aware of any matters, including any disagreement or any unresolved issues between the Group and Baker Tilly that should be brought to the attention of the shareholders and creditors of the Group in relation to the resignation of Baker Tilly. No audit works have been commenced by Baker Tilly in respect of the audit of the Group's financial statements for the year ended 31 March 2007.

The reasons for the change of the Group's auditors are mainly due to the fact that the Company could not reach consensus with Baker Tilly on the audit fee for the year ended 31 March 2007 and the relatively lower audit fee chargeable by Grant Thornton which the Board considers it to be in the interests of the Company and the Shareholders as a whole.

RESPONSIBILITY STATEMENTS

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:

- (1) the information contained in this circular is accurate and complete in all material respects and not misleading;
- (2) there are no other matters the omission of which would make any statement in this circular misleading; and
- (3) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

EGM

Set out on page 6 of this circular is a notice convening the EGM to consider and, if thought fit, to approve the ordinary resolution in respect of the proposed Change of Auditors. A form of proxy for use at the EGM is enclosed herewith.

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

LETTER FROM THE BOARD

PROCEDURES FOR DEMANDING A POLL

Pursuant to Article 66, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded:

- (i) by the chairman of the meeting; or
- (ii) by at least three Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (iv) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation by its duly authorised representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

Pursuant to Article 66A of the Articles, notwithstanding any other provisions in the Articles, if the aggregate proxies held by (i) the chairman of a particular meeting, and/or (ii) the Directors, account for five (5) per cent or more of the total voting rights at that meeting, and if on a show of hands in respect of any resolution, the meeting votes in the opposite manner to that instructed in those proxies, the chairman of the meeting and/or any Director holding proxies as aforesaid shall demand a poll.

RECOMMENDATION

The Directors (including the independent non-executive Directors) consider that the proposed Change of Auditors is in the interests of the Company and the Shareholders as a whole and accordingly recommend the Shareholders to vote in favour of the ordinary resolution approving the proposed Change of Auditors at the EGM.

By order of the Board
Maxitech International Holdings Limited
Pong Wai San, Wilson
Director

NOTICE OF EGM

The logo for Maxitech, featuring the word "MXTECH" in white, bold, sans-serif capital letters. The "M" and "X" are positioned to the left of a solid red square, and the "T", "E", "C", and "H" are positioned to the right of the square.

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NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "Meeting") of Maxitech International Holdings Limited (the "Company") will be held at 14/F., Printing House 6 Duddell Street, Central, Hong Kong on Thursday, 3 May 2007 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

ORDINARY RESOLUTION

"THAT the resignation of Baker Tilly Hong Kong Limited be and is hereby approved and Messrs. Grand Thornton be and is hereby appointed as auditors of the Company and its subsidiaries to fill the casual vacancy created by the resignation of Baker Tilly Hong Kong Limited and to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be authorised to fix their remuneration."

By order of the board of directors of
Maxitech International Holdings Limited
Pong Wai San, Wilson
Director

Hong Kong, 12 April 2007

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place
of business in Hong Kong:*
Room 806B, 8/F.
Nanyang Plaza
57 Hung To Road
Kowloon, Hong Kong

* for identification purpose only

NOTICE OF EGM

Notes:

1. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his stead. A proxy can vote on a poll. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the offices of the Company's branch share registrar in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
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.