

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

If you have sold or transferred all your shares in **Maxitech International Holdings Limited**, you should at once hand this circular to the purchaser or the transferee, or to the licensed securities dealer or registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or 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)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ALLOT AND ISSUE NEW SHARES AND REPURCHASE BY THE COMPANY OF ITS OWN SHARES;**
- (2) PROPOSED RE-ELECTION OF DIRECTORS;**
- (3) PROPOSED CHANGE OF COMPANY NAME;**
- (4) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT; AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 14th Floor, Printing House, 6 Duddell Street, Central, Hong Kong on Thursday, 26 July 2007 at 4:00 p.m. is set out on pages 19 to 24 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular.

If you are not able to attend the annual general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company's branch share registrar and transfer office in Hong Kong, Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual 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 annual general meeting 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 at least seven days from the date of its posting.

* For identification purposes only

CHARACTERISTIC 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:

“AGM”	the annual general meeting of the Company to be convened and held at 14th Floor, Printing House, 6 Duddell Street, Central, Hong Kong on Thursday, 26 July 2007 at 4:00 p.m. to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate, the re-election of Directors, the proposed change of Company name and the proposed Refreshment of Scheme Mandate Limit
“Articles”	the articles of association of the Company
“associate(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Company”	Maxitech International Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Directors”	the directors of the Company
“Eligible Participant(s)”	any full-time or part-time employees of the Company or its subsidiaries (including any executive, non-executive and independent non-executive directors of the Company or its subsidiaries) and any suppliers, consultants and distributors of the Group who, in the sole discretion of the Board, have contributed or may contribute to the Group, eligible for Options under the Share Option Scheme
“GEM”	Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution granting such mandate
“Group”	the Company and all of its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	26 June 2007, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“Refreshment of Scheme Mandate Limit”	the proposed refreshment of the Scheme Mandate Limit under the Share Option Scheme
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution granting such mandate
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“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)
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to the written resolution of the Company on 21 May 2002
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD

MXTECH

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)

Executive Director:

Mr. Pong Wai San, Wilson (*Chairman*)

Non-executive Director:

Mr. Li Chi Chung

Independent non-executive Directors:

Mr. Koo Fook Sun, Louis

Mr. Lai Hin Wing, Henry

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:*

Unit 1209, 12th Floor

Silvercord Tower 2

30 Canton Road

Tsim Sha Tsui, Hong Kong

29 June 2007

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO ALLOT
AND ISSUE NEW SHARES AND REPURCHASE
BY THE COMPANY OF ITS OWN SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED CHANGE OF COMPANY NAME;
(4) PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT; AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the AGM to be held at 14th Floor, Printing House, 6 Duddell Street, Central, Hong Kong on Thursday, 26 July 2007 at 4:00 p.m., resolutions will be proposed, among other matters:

- (a) to re-elect the Directors;

* For identification purposes only

LETTER FROM THE BOARD

- (b) to grant the General Mandate to the Directors;
- (c) to grant the Repurchase Mandate to the Directors;
- (d) to increase the number of Shares to be allotted and issued under the General Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate;
- (e) to change the name of the Company; and
- (f) to refresh the Scheme Mandate Limit.

The Board announced on 25 June 2007 that it proposed to change the name of the Company from “Maxitech International Holdings Limited” to “Richfield Group Holdings Limited”, and the new Chinese name “田生集團有限公司” will be adopted to replace “全美國際控股有限公司” for identification purposes with effect from the date the entry of the new name on the register maintained by the Companies Registrar in the Cayman Islands.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the grant of the General Mandate and the Repurchase Mandate; the re-election of Directors; the change of Company name and the Refreshment of Scheme Mandate Limit, and to give you the notice of the AGM.

GENERAL MANDATE AND REPURCHASE MANDATE

The General Mandate and the Repurchase Mandate shall be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Articles, or any applicable law of the Cayman Islands to be held; or
- (c) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors.

Under the GEM Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution to renew the grant to the Directors of the Repurchase Mandate. The explanatory statement required by the GEM Listing Rules to be included in this circular is set out in Appendix I.

LETTER FROM THE BOARD

General Mandate

The Company has in issue an aggregate of 2,225,000,000 Shares as at the Latest Practicable Date. Subject to the passing of the proposed resolution for the approval of the General Mandate and in accordance with the terms therein, the Company would be allowed to allot and issue up to a maximum of 445,000,000 Shares, representing 20% of the aggregate nominal amount of the issued Shares at the time of the passing of the resolution approving the General Mandate on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM.

The Directors have no immediate plans to issue any new Shares which may fall to be issued under the share option scheme or any scrip dividend scheme which may be approved by the Shareholders.

Repurchase Mandate

On pages 19 to 24 of this circular is the notice of the AGM. At the AGM, and as part of the special business of the AGM, an ordinary resolution will be proposed to grant the Repurchase Mandate to the Directors.

RE-ELECTION OF DIRECTORS

According to Article 86(3), any Director appointed to fill in a casual vacancy on the Board or as an addition to the existing Board shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the following annual general meeting of the Company (in the case of an addition to their number) and shall then be eligible for re-election.

In accordance with Article 86(3), Mr. Pong Wai San, Wilson shall retire from his office as executive Director; Mr. Li Chi Chung shall retire from his office as non-executive Director; and each of Mr. Koo Fook Sun, Louis, Mr. Lai Hin Wing, Henry and Mr. Lung Hung Cheuk shall retire from his office as independent non-executive Director. Being eligible, all of them will offer themselves for re-election as Directors.

At the AGM, an ordinary resolution will be proposed to re-elect Mr. Pong Wai San, Wilson as executive Director; Mr. Li Chi Chung as non-executive Director; and each of Mr. Koo Fook Sun, Louis, Mr. Lai Hin Wing, Henry and Mr. Lung Hung Cheuk as independent non-executive Director.

Particulars relating to Mr. Pong Wai San, Wilson, Mr. Li Chi Chung, Mr. Koo Fook Sun, Louis, Mr. Lai Hin Wing, Henry and Mr. Lung Hung Cheuk are set out in Appendix III to this circular.

LETTER FROM THE BOARD

CHANGE OF COMPANY NAME

The Board announced on 25 June 2007 that it proposed to change the name of the Company from “Maxitech International Holdings Limited” to “Richfield Group Holdings Limited”, and the new Chinese name “田生集團有限公司” will be adopted to replace “全美國際控股有限公司” for identification purposes.

Reasons for the change of name

After the acquisition of Richfield Realty Limited by the Group on 29 May 2007, apart from the existing business, the Group, through Richfield Realty Limited will also be engaged in the property brokerage services, carrying out schemes for property consolidation, assembly and redevelopments and property trading in Hong Kong. As the future major revenue and earnings contributor to the Group, the Board believes that the change of the Company name will benefit its future business development as the new name will better reflect the recent expansion and diversification of the Company business. Further details of the acquisition are set out in the announcement of the Company dated 19 April 2007 and the circular dated 10 May 2006.

The Board is therefore of the opinion that the proposed change of name of the Company is in the interests of the Company and the Shareholders as a whole.

Effects on the change of name

The proposed change of name of the Company will not affect any of the rights of the Shareholders. Once the change of name becomes effective, share certificates of the Company will be issued in the new name of the Company. However, all existing share certificates in issue bearing the existing name of the Company, will, after the change of name has become effective, continue to be effective as documents of title to and be valid for trading, settlement and registration purposes. There will not be any arrangement for the exchange of the existing share certificates of the Company for new share certificates bearing the new name of the Company.

The proposed change of name will become effective from the date on which the new name of the Company is entered into the register maintained by the Companies Registrar in the Cayman Islands. The Company will comply with the filing procedures in Hong Kong regarding its change of name and the Company expects to be traded in its new name as soon as the proposed change of name becoming effective and the filing procedures in Hong Kong having been fulfilled. Further announcement will be made by the Company to inform the Shareholders of the effective date of the change of name of the Company.

LETTER FROM THE BOARD

Conditions of the change of name

The proposed change of name of the Company is subject to the satisfaction of the following conditions:

1. the passing of a special resolution by the Shareholders approving the change of name of the Company at the AGM; and
2. the Companies Registrar in the Cayman Islands approving the change of name of the Company.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Share Option Scheme was adopted by the Company pursuant to the written resolution of the Company on 21 May 2002. The Scheme Mandate Limit was set at 10% of the Shares in issue as at the date of adoption of the Share Option Scheme in compliance with the GEM Listing Rules. Subject to prior Shareholders' approval, the Company may, at any time thereafter, refresh the Scheme Mandate Limit to the extent not exceeding 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval.

On the Latest Practicable Date, Options carrying rights to subscribe for a total of 38,100,000 Shares were granted to and exercised by certain Eligible Participants on 26 May 2006 in accordance with the terms of the Share Option Scheme since its adoption.

As at the Latest Practicable Date, the Company has issued 2,225,000,000 Shares. Pursuant to the terms of the Share Option Scheme and in compliance with the GEM Listing Rules, the maximum number of Shares, which may be issued upon the exercise of all the Options to be granted under the Share Option Scheme under the Scheme Mandate Limit as refreshed should be 222,500,000 Shares (assuming no further issue of Shares).

It is proposed that subject to the Listing Committee granting the listing of, and permission to deal in the Shares to be issued pursuant to the exercise of the Options granted under the refreshed Scheme Mandate Limit and the passing of the relevant resolution at the AGM by the Shareholders, the Scheme Mandate Limit be refreshed so that the total number of securities, which may be issued upon exercise of all Options to be granted under the Share Option Scheme under the refreshed Scheme Mandate Limit as refreshed, shall not exceed 10% of the Shares in issue as at the date of approval of the proposed Refreshment of Scheme Mandate Limit by the Shareholders at the AGM. Options previously granted under the Share Option Scheme (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the Share Option Scheme) will not be counted for the purpose of calculating the Scheme Mandate Limit as refreshed. Based on 2,225,000,000 Shares in issue as at the Latest Practicable Date and assuming no further issue or repurchase of Shares prior to the AGM, the refreshed Scheme Mandate Limit will be 222,500,000 Shares.

LETTER FROM THE BOARD

Pursuant to the GEM Listing Rules, the Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme at any time should not exceed 30% of the Shares in issue from time to time. No options shall be granted under any scheme(s) of the Company or any of its subsidiaries if this will result in the 30% limit being exceeded.

Conditions of the Refreshment of Scheme Mandate Limit

The proposed Refreshment of Scheme Mandate Limit is conditional upon:

1. the passing of the necessary ordinary resolution by the Shareholders at the AGM to approve the proposed Refreshment of Scheme Mandate Limit; and
2. the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the Options to be granted under the refreshed Scheme Mandate Limit.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of Options to be granted under the refreshed Scheme Mandate Limit.

Reasons for the Refreshment of Scheme Mandate Limit

The proposed Refreshment of Scheme Mandate Limit will enable the Company to grant further Options to Eligible Participants so as to provide opportunities and incentives to them to work towards enhancing the values of the Company and Shares for the benefit of the Company and Shareholders as a whole.

RESPONSIBILITY STATEMENT

This document, 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: (i) the information contained in this document is accurate and complete in all material aspects and not misleading; (ii) there are no other matters the omission of which would make any statement in this document misleading; (iii) all opinions expressed in this document have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

ACTION TO BE TAKEN

Whether or not you intend to attend the AGM, you are requested to complete and return the form of proxy accompanying the annual report of the Company in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof in person if you so wish.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the proposed grant of the General Mandate and the Repurchase Mandate, the proposed re-election of Directors, the proposed change of Company name and the proposed Refreshment of Scheme Mandate Limit are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the above resolutions to be proposed at the AGM.

The Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value of the Company and its net assets and/or earnings per Share and will only be made when the Directors believe that a repurchase of Shares will benefit the Company and the Shareholders as a whole.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 March 2007, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

The Directors believe that an exercise of the General Mandate to allot and issue new Shares will enable the Company to take advantage of market conditions to raise additional capital for and/or as a means of payment by the Company.

GENERAL

Your attention is drawn to the information set out in the appendices to this Circular.

Yours faithfully,
For and on behalf of the Board
Maxitech International Holdings Limited
Pong Wai San, Wilson
Chairman

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide the requisite information to you for your consideration of the Repurchase Mandate.

1. Repurchase of securities from connected parties

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective associates and a connected person is prohibited from knowingly selling his/her/its securities to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. Share capital

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,225,000,000 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 222,500,000 Shares, representing 10% of the issued share capital of the Company as at the Latest Practicable Date.

3. Reasons for the repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. Funding of repurchases

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company’s available cash flow or working capital facilities which will be funds legally available under the Cayman Islands law and the memorandum and articles of association of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 31 March 2007, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. Share prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months were as follows:

Month	Highest HK\$	Lowest HK\$
2006		
June	0.340	0.193
July	0.250	0.155
August	0.180	0.154
September	0.225	0.150
October	0.218	0.163
November	0.160	0.105
December	0.120	0.075
2007		
January	0.195	0.080
February	0.350	0.150
March	0.570	0.280
April	0.820	0.510
May	0.910	0.740
June (up to the Latest Practicable Date)	0.850	0.670

6. Disclosure of interests and minimum public holding

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and applicable laws of the Cayman Islands.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 10% of the Shares then in issue:

Name	Number of Shares	Percentage holding
Virtue Partner Group Limited (<i>Note 1</i>)	936,794,000	42.1%
Mr. Pong Wai San, Wilson (<i>Notes 1 & 2</i>)	1,242,794,000	55.9%
Ms. Tung Ching Yee, Helena (<i>Notes 1 & 2</i>)	1,242,794,000	55.9%
Richfield (Holdings) Limited (<i>Note 3</i>)	760,000,000	34.2%
Mr. Au Wing Wah (<i>Note 3</i>)	760,000,000	34.2%
Ms. Kong Pik Fan (<i>Note 3</i>)	760,000,000	34.2%

Notes:

- Ms. Tung Ching Yee, Helena is the wife of Mr. Pong Wai San, Wilson and accordingly deemed to be interested in Shares beneficially owned by Mr. Pong in his own capacity and through his controlled corporation, Virtue Partner Group Limited, under the SFO.
- Mr. Pong Wai San, Wilson is personally owned 306,000,000 Shares, and Ms. Tung Ching Yee, Helena, being his wife, is deemed to be interested in the Shares.
- Richfield (Holdings) Limited is a company beneficially and wholly-owned by Mr. Au Wing Wah. Accordingly, Mr. Au Wing Wah is deemed to be interested in the Shares held by Richfield (Holdings) Limited under the SFO. Since Ms. Kong Pik Fan is the wife of Mr. Au, Ms. Kong Pik Fan will also be deemed to be interested in the Shares held by Richfield (Holdings) Limited by virtue of being the spouse of Mr. Au under the SFO. The 760,000,000 Shares held by Richfield (Holdings) Limited consist of 425,000,000 Shares issued upon the partial conversion of the convertible bond issued on 29 May 2007 (the "**Convertible Bond**") and the balance of the Convertible bond of HK\$201,000,000 which can be convertible into 335,000,000 shares of the Company at an initial conversion price of HK\$0.6 per share (subject to adjustments in accordance with the terms of the Convertible Bond) during its conversion period. Further details of Convertible Bond are set out in the Company's circular dated 10 May 2007.

In the event that the Directors exercise in full the power to repurchase Shares in accordance with the Repurchase Mandate, the total interests of the above Shareholders in the Shares would be increased to:

Name	Percentage holding
Virtue Partner Group Limited	46.8%
Mr. Pong Wai San, Wilson	62.1%
Ms. Tung Ching Yee, Helena	62.1%
Richfield (Holdings) Limited	38.0%
Mr. Au Wing Wah	38.0%
Ms. Kong Pik Fan	38.0%

The Directors are not aware of any consequences which may arise under the Takeovers Code as consequences of any purchase made under the Repurchase Mandate. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

On the basis of the current shareholding of Virtue Partner Group Limited, Richfield (Holdings) Limited, Mr. Au Wing Wah and Ms. Kong Pik Fan, an exercise of the Repurchase Mandate in full will result in them becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise any of the Repurchase Mandate to such an extent that will result in a requirement of Virtue Partner Group Limited, Richfield (Holdings) Limited, Mr. Au Wing Wah and Ms. Kong Pik Fan to make a mandatory offer under the Takeovers Code.

As at the Latest Practicable Date, no connected person (within the meaning ascribed to it in the GEM Listing Rules) of the Company has notified the Company that he has a present intention to sell any Shares nor has such connected person undertaken not to sell any of the securities held by him to the Company in the event that the Repurchase Mandate is granted.

7. Shares repurchase made by the Company

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

The procedures by which the Shareholders may demand a poll at general meeting of the Company are set out in this Appendix.

According 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 duly demanded:

- (a) by the chairman of the meeting; or
- (b) 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
- (c) 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
- (d) 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, 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.

The details of the Directors who will retire from office by rotation at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

(1) Mr. Pong Wai San, Wilson (“Mr. Pong”)

Mr. Pong, aged 38, is the chairman of the Group and an executive Director. Mr. Pong is responsible for the overall strategic planning, marketing and managing function of the Group. Mr. Pong is the founder and chief executive officer of the EVI Group. The principal businesses of the EVI Group are selling and installation of computer hardware and software, provision of computer training services and provision of internet education services. He holds a bachelor degree in Applied Science from the University of British Columbia. He also held various positions in a number of charity organizations in Hong Kong. Before founding the EVI Group, he had held various senior management positions with various local and international securities houses and a multinational company. Mr. Pong is the sole director and sole shareholder of Virtue Partner Group Limited, the substantial and controlling shareholder of the Company.

As at the Latest Practicable Date, Mr. Pong hold 936,794,000 Shares through his shareholding in Virtue Partner Group Limited and personally hold 306,000,000 Shares in the Company, in aggregate representing approximately 55.9% of the issued share capital of the Company. Save as disclosed above, Mr. Pong is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and does not have any other interests in the securities in the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Pong did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular.

There is no service contract entered into between the Company and Mr. Pong. Mr. Pong has not been appointed for a specific term and will hold office until the next annual general meeting of the Company and will retire at that general meeting, but will become eligible for re-election pursuant to the Articles. Mr. Pong’s remuneration has not been fixed but if fixed will be determined by the Board with reference to his duties and responsibilities within the Company, the Company’s remuneration policy and the prevailing market conditions. Further announcement will be made if such remuneration has been fixed.

Save as disclosed above, there is no other matter about Mr. Pong which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules or need to be brought to the attention of the Shareholders.

(2) Mr. Li Chi Chung (“Mr. Li”)

Mr. Li, aged 38, is a non-executive Director. Mr. Li is currently a solicitor practising in Hong Kong. He obtained a bachelor degree in laws from The University of Sheffield in England in 1990. Mr. Li was admitted as a solicitor of the High Court of Hong Kong in 1993 and his practice has been focused on commercial related matters. Mr. Li is currently an independent non-executive director of PINE Technology Holdings Limited, a company listed on the GEM of the Stock Exchange. He is an independent non-executive director of Eagle Nice (International) Holdings Limited and Kenford Group Holdings Limited respectively which are companies listed on the main board of the Stock Exchange. He is also the company secretary of Prime Investments Holdings Limited, a company listed on the main board of the Stock Exchange.

Save as disclosed above, Mr. Li is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and does not have any interests in the securities in the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Li did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular.

There is no service contract entered into between the Company and Mr. Li. Mr. Li has not been appointed for a specific term and will hold office until the next annual general meeting of the Company and will retire at that general meeting, but will become eligible for re-election pursuant to the Articles. Mr. Li’s remuneration has not been fixed but if fixed will be determined by the Board with reference to his duties and responsibilities within the Company, the Company’s remuneration policy and the prevailing market conditions. Further announcement will be made if such remuneration has been fixed.

Save as disclosed above, there is no other matter about Mr. Li which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules or need to be brought to the attention of the Shareholders.

(3) Mr. Koo Fook Sun, Louis (“Mr. Koo”)

Mr. Koo, aged 51, is an independent non-executive Director. He is a founder and the managing director of Hercules Capital Limited, a corporate finance advisory firm. He has over 20 years of experience in investment banking and professional accounting. He was the managing director and head of the corporate finance department of a major international bank and a director and chief executive officer of a company listed on the main board of the Stock Exchange. Mr. Koo currently acts as an independent non-executive director of Weichai Power Co. Ltd., Li Ning Company Limited, Good Friend International Holdings Inc., Midland Holdings Limited, China Communications Construction Company Limited and Xingda

International Holdings Limited, which are companies listed on the main board of the Stock Exchange, and Midland IC&I Limited, which is listed on GEM. He graduated with a bachelor's degree in business administration from the University of California at Berkeley in 1980 and is a member of the Hong Kong Institute of Certified Public Accountants.

Save as disclosed above, Mr. Koo is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and does not have any interests in the securities in the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Koo did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular.

Mr. Koo has signed a letter of appointment with the Company for an initial term of 1 year commencing on 23 March 2007 and expiring on 22 March 2008. His appointment is subject to retirement by rotation and/or re-election in accordance with the Articles. Pursuant to the terms of his letter of appointment, Mr. Koo is entitled to a remuneration of HK\$50,000 per annum which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no other matter about Mr. Koo which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules or need to be brought to the attention of the Shareholders.

(4) Mr. Lai Hin Wing, Henry ("Mr. Lai")

Mr. Lai, aged 50, is an independent non-executive Director. Mr. Lai is currently a partner of Messrs. P. C. Woo & Co., a firm of a solicitors and notaries in Hong Kong, and has been practising in the legal field for more than twenty-five years. Graduated from the University of Hong Kong with a bachelor of law degree, Mr. Lai was admitted as a solicitor in Hong Kong, England and Wales and the State of Victoria, Australia. Mr. Lai is a notary public and a China appointed attesting officer in Hong Kong. He also serves on the board of another listed company, Allied Properties (H.K.) Limited as a non-executive director.

Save as disclosed above, Mr. Lai is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and does not have any interests in the securities in the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Lai did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular.

Mr. Lai has signed a letter of appointment with the Company for an initial term of 1 year commencing on 23 March 2007 and expiring on 22 March 2008. His appointment is subject to retirement by rotation and/or re-election in accordance with the Articles. Pursuant to the terms of his letter of appointment, Mr. Lai is entitled to a remuneration of HK\$50,000 per annum which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no other matter about Mr. Lai which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules or need to be brought to the attention of the Shareholders.

(5) Mr. Lung Hung Cheuk (“Mr. Lung”)

Mr. Lung, aged 60, is an independent non-executive Director. He is a retired chief superintendent of the Hong Kong Police Force (“**Hong Kong Police**”) of the Government of Hong Kong Special Administrative Region (“**HKSAR**”). He joined the Hong Kong Police in 1966 as a Probationary Inspector at the age of 19. He was promoted to the rank of chief inspector in 1980; superintendent in 1986; senior superintendent in 1993 and chief superintendent in 1997. He had serviced in various police posts, namely Special Branch, Police Tactical Unit, Police Public Relations Bureau and in a number of police divisions at management level. Prior to his retirement in April 2002, he was the commander of Sham Shui Po Police District. Mr. Lung was also the secretary and then the chairman of the Superintendents’ Association (“**SPA**”) of the Hong Kong Police from 1993 to 2001. The membership of the SPA comprises the top management of the Hong Kong Police from superintendents up to and including the commissioner of Hong Kong Police. He was awarded the Police Meritorious Service Medal by the Chief Executive of the HKSAR in 2000.

Save as disclosed above, Mr. Lung is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company and does not have any interests in the securities in the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Lung did not hold any positions in the Company or any of its subsidiaries and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange during the three years preceding the date of this circular.

Mr. Lung has signed a letter of appointment with the Company for an initial term of 1 year commencing on 23 March 2007 and expiring on 22 March 2008. His appointment is subject to retirement by rotation and/or re-election in accordance with the Articles. Pursuant to the terms of his letter of appointment, Mr. Lung is entitled to a remuneration of HK\$50,000 per annum which was determined with reference to his duties and responsibilities with the Company.

Save as disclosed above, there is no other matter about Mr. Lung which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules or need to be brought to the attention of the Shareholders.

NOTICE OF THE AGM

The logo for MXTECH, featuring the word "MXTECH" in white, bold, sans-serif capital letters. The letters "MX" are positioned to the left of a solid magenta square, and the letters "TECH" are positioned to the right of the square, overlapping its right edge.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Maxitech International Holdings Limited (the “**Company**”) will be held at 14th Floor, Printing House, 6 Duddell Street, Central, Hong Kong on Thursday, 26 July 2007 at 4:00 p.m. to consider and, if thought fit, pass the following resolutions:

1. to receive and consider the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of Company for the year ended 31 March 2007;
2.
 - (a) to re-elect Mr. Pong Wai San, Wilson as executive Director;
 - (b) to re-elect Mr. Li Chi Chung as non-executive Director;
 - (c) to re-elect Mr. Koo Fook Sun, Louis as independent non-executive Director;
 - (d) to re-elect Mr. Lai Hin Wing, Henry as independent non-executive Director;
 - (e) to re-elect Mr. Lung Hung Cheuk as independent non-executive Director;
 - (f) to authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration;
3. to re-appoint the Company’s auditors and to authorise the Board to fix their remuneration;
4. to consider, as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise

* For identification purposes only

NOTICE OF THE AGM

Market of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period of all the powers of the Company to allot, issue and deal with unissued 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 of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (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 of the Company 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 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 articles of association 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 aggregate 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 this resolution),

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

NOTICE OF THE AGM

(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 articles of association of the Company, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands (the “**Companies Law**”) or any other applicable law of the Cayman Islands to be held; and
- (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 of the Company 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 of the Company 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 of the Company 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. to consider, as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period 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;

NOTICE OF THE AGM

- (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 (as defined below) 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 articles of association of the Company, the Companies Law or any other applicable law of the Cayman Islands to be held; and
 - (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 of the Company by this resolution.”
6. to consider, as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the directors of the Company 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. to consider, as special business and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** subject to and conditional upon the approval of the Companies Registrar in the Cayman Islands being obtained, the name of the Company be and is hereby changed from “Maxitech International Holdings Limited” to “Richfield Group Holdings Limited” and a new Chinese name “田生集團有限公司” be adopted to replace “全美國際控股有限公司” for identification purposes with effect from the day of entry of the new name on the register maintained by the Companies Registrar in the Cayman Islands, and the Directors be and are hereby authorised to do all such acts and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

NOTICE OF THE AGM

8. to consider, as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of Hong Kong Limited of, the listing of and permission to deal in, the Shares to be issued pursuant to the exercise of options granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted by written resolution of the Company on 21 May 2002 in the manner as set out in paragraph (a) of this Resolution below,

- (a) the refreshment of the Scheme Mandate Limit of up to 10% of the Shares of the Company in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the directors of the Company be and are hereby authorised do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangement.”

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

Hong Kong, 29 June 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:*
Unit 1209, 12/F.
Silvercord Tower 2
30 Canton Road
Tsim Sha Tsui
Hong Kong

NOTICE OF THE AGM

Notes:

1. 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 Articles 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.
2. 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 offices of the Company's branch registrar and transfer office in Hong Kong, Tengis Limited at 26th, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. 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 so wish.
3. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the directors of the Company of a general mandate to authorise the allotment and issue of shares of the Company under the GEM 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.
4. 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 GEM Listing Rules is set out in Appendix I to this circular.