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MATRIX

MATRIX HOLDINGS LIMITED

美力時集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1005)

PROPOSED AMENDMENTS TO BYE-LAWS

The Directors intend to put forward to the Shareholders a proposal to amend the Bye-laws in order to ensure compliance with the several amended provisions of the Listing Rules that came into effect on 1 January 2009.

The proposed amendments to the Bye-laws are subject to approval of the Shareholders by way of passing a special resolution to be proposed at the AGM.

A circular containing, among other matters, details of the proposed amendments to the Bye-laws and a notice of AGM will be despatched to the Shareholders in due course.

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) relating to, among other things, the notice period for convening general meetings and voting at general meetings. The amendments to the Listing Rules have come into effect on 1 January 2009.

Accordingly, the Directors propose to seek the approval of the Shareholders by way of passing a special resolution to be proposed at the annual general meeting of the Company (the “**AGM**”) for the amendments to the bye-laws of the Company (the “**Bye-laws**”) to ensure compliance with the several amended provisions of the Listing Rules.

* *For identification purposes only*

A circular containing, among other matters, details of the proposed amendments to the Bye-laws and a notice convening the AGM will be despatched to the Shareholders in due course.

By Order of the Board

Cheng Yung Pun

Chairman

Hong Kong, 27th March, 2009

As at the date hereof, the board of directors comprises Mr. Cheng Yung Pun, Mr. Arnold Edward Rubin, Mr. Yu Sui Chuen and Ms. Cheng Wing See, Nathalie as executive Directors; Dr. Loke Yu alias Loke Hoi Lam, Mr. Mak Shiu Chung, Godfrey and Mr. Wan Hing Pui as independent non-executive Directors.