
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold all your shares in **Matrix Holdings Limited**, you should at once hand this circular to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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.

MATRIX

MATRIX HOLDINGS LIMITED

美力時集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1005)

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
CHANGE OF AUDITORS
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Matrix Holdings Limited (the "Company") to be held at Peony Room, Crowne Plaza Hotel & Suites Landmark Shenzhen, No. 3018 Nanhu Road, Luohu District, Shenzhen, China on Wednesday, 8th May, 2013, at 2:30 p.m. (the "AGM") is set out in this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you propose to attend the AGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company's Branch Share Registrar 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 later than 48 hours before the time appointed for holding of the meeting or the adjourned meeting (as the case may be). Completion and return of a proxy form will not preclude shareholders from attending and voting at the general meeting if they so wish.

8th April, 2013

* For identification purpose only

CONTENT

	<i>Page</i>
Definitions	1
Letter from the Board	
I. Introduction	3
II. Share Issue Mandate	4
III. Share Repurchase Mandate	4
IV. Extension to the Share Issue Mandate	5
V. Directors Proposed to be re-elected	5
VI. Proposed change of auditors	6
VII. Annual General Meeting and Dividend Entitlement	6
VIII. Action to be Taken	7
IX. Voting at the Annual General Meeting	7
X. Recommendation	7
XI. Responsibility Statement	7
XII. General	8
Appendix 1 – Explanatory Statement to the Share Repurchase Mandate	9
Appendix 2 – Biographical Details of Directors proposed to be re-elected at the Annual General Meeting	12
Notice of Annual General Meeting	17

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Peony Room, Crowne Plaza Hotel & Suites Landmark Shenzhen, No. 3018 Nanhu Road, Luohu District, Shenzhen, China on Wednesday, 8th May, 2013 at 2:30 p.m
“AGM Notice”	the notice convening the AGM, which is set out in this circular
“Board”	the board of Directors of the Company
“Business Day”	shall have the meaning ascribed to it under the Listing Rules
“Bye-Laws”	the bye-laws of the Company
“Company”	Matrix Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Existing Issue Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 4th May, 2012 to allot, issue and deal with Shares not exceeding 20 per cent. of the aggregate number of Shares comprised in the share capital of the Company in issue as at 4th May, 2012
“Existing Repurchase Mandate”	a general mandate granted to the Directors at the annual general meeting of the Company held on 4th May, 2012 to repurchase Shares not exceeding 10 per cent. of the aggregate number of Shares comprised in the share capital of the Company in issue as at 4th May, 2012
“Group”	the Company and its subsidiaries
“HK\$” and “cents”	Hong Kong dollars and cents, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	5th April, 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 5B of the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571) of the laws of Hong Kong, as amended from time to time
“Share Option Scheme”	the existing share option scheme adopted by the Company on 4th May, 2012
“Existing Share Option Scheme Limit”	the maximum number of Shares which may be issued upon the exercise of all share options granted or to be granted under the Share Option Scheme and any other share option scheme(s) as may from time to time be adopted by the Company as permitted under the Listing Rules, being 10 per cent. of aggregate number of Shares comprised in the share capital of the Company in issue as at 4th May, 2012
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s) of the Company
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares of up to 20 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Share Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10 per cent. of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution granting such mandate
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeover Code”	The Hong Kong Code on Takeovers and Mergers

LETTER FROM THE BOARD

MATRIX

MATRIX HOLDINGS LIMITED

美力時集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1005)

Directors:

Executive Directors:

Cheng Yung Pun (*Chairman*)
Arnold Edward Rubin (*Vice-Chairman*)
Cheng Wing See, Nathalie
Cheung Kwok Sing
Leung Hong Tai
Tsang Chung Wa
Tse Kam Wah
Yu Sui Chuen

Independent Non-Executive Directors:

Loke Yu alias Loke Hoi Lam
Mak Shiu Chung, Godfrey
Wan Hing Pui
Heng Victor Ja Wei

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 27
Bermuda

**Principal Place of Business
in Hong Kong:**

Suite Nos. 223-231, 2/F.
Tsim Sha Tsui Centre
66 Mody Road
Tsim Sha Tsui East
Kowloon, Hong Kong

8th April, 2013

To the Shareholders of the Company

Dear Sir or Madam,

**PROPOSALS INVOLVING
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
CHANGE OF AUDITORS
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

I. INTRODUCTION

The purpose of this circular is to provide you with the information in respect of the resolutions to be proposed at the AGM for, amongst other things:–

- (i) granting to the Directors the Share Issue Mandate;

* *For identification purpose only*

LETTER FROM THE BOARD

- (ii) granting to the Directors the Share Repurchase Mandate;
- (iii) extending the Share Issue Mandate by adding to it the aggregate number of the issued Shares repurchased under the Share Repurchase Mandate;
- (iv) proposed change of auditors;
- (v) re-election of the retiring Directors.

II. SHARE ISSUE MANDATE

An ordinary resolution will be proposed at the AGM for the purpose of renewing the Existing Issue Mandate granted to Directors to allot, issue and otherwise deal with the Shares. The Existing Issue Mandate will expire at the conclusion of the AGM. The Share Issue Mandate is subject to a limit up to 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue at the date of passing the resolution.

As at the Latest Practicable Date, the issued share capital of the Company comprised 755,727,313 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Issue Mandate, the maximum number of Shares which may be issued pursuant to the Share Issue Mandate on the date of passing the resolution approving the Share Issue Mandate will be 151,145,462 Shares.

III. SHARE REPURCHASE MANDATE

The Repurchase Resolution will be proposed for the purpose of renewing the Existing Repurchase Mandate granted to the Directors to repurchase Shares. The Existing Repurchase Mandate will expire at the conclusion of the AGM. The Share Repurchase Mandate is subject to a limit up to 10 per cent. of the issued share capital of the Company as at the date of passing the resolution. An explanatory statement to the Share Repurchase Mandate as required under the Listing Rule is set out in the Appendix 1 to this circular.

As at the Latest Practicable Date, the issued share capital of the Company comprised 755,727,313 Shares. Assuming that there is no change in the issued share capital of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Share Repurchase Mandate, the maximum number of Shares which may be issued pursuant to the Share Repurchase Mandate on the date of passing the resolution approving the Share Repurchase Mandate will be 75,572,731 Shares.

LETTER FROM THE BOARD

IV. EXTENSION TO THE SHARE ISSUE MANDATE

Subject to the passing at the AGM of the proposed resolution regarding the Share Issue Mandate and the Repurchase Resolution, an ordinary resolution will be proposed at the AGM to authorise the Directors to issue new shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased pursuant to the Share Repurchase Mandate.

Subject to the passing of the relevant ordinary resolutions at the AGM, the proposed Share Issue Mandate, Repurchase Share Mandate and extension to the Share Issue Mandate will continue in force for the period from the passing of such resolutions 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 or any applicable law to be held; or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders at a general meeting of the Company.

Shareholders are referred to the AGM Notice, set out in this circular, for details of all the resolutions to be proposed at the AGM. With reference to these resolutions, the Board wishes to state that it has no immediate plans to repurchase any Shares or to issue any new Shares, whether for cash or otherwise, pursuant to the relevant mandates.

V. DIRECTORS PROPOSED TO BE RE-ELECTED

In accordance with clause 99 of the Bye-laws of the Company, Ms. Cheng Wing See, Nathalie, Mr. Cheung Kwok Sing, Mr. Tsang Chung Wa, and Mr. Wan Hing Pui will retire by rotation at the AGM. In accordance with clause 91 of the Bye-laws of the Company, Mr. Heng Victor Ja Wei will retire by rotation at the AGM. These five directors retiring, being eligible, offer themselves for re-election. The particulars of these five Directors which are required to be disclosed by the Listing Rules are set out in Appendix 2 to this circular. Mr. Heng Victor Ja Wei and Mr. Wan Hing Pui have provided their written confirmation of independence to confirm that they met the independence criteria as set out in Rule 3.13 of the Listing Rules. The Board believes that they continue to be independent in compliance with those independence criteria under the said rule and are capable to effectively exercise independent judgement.

The resolutions to be considered at a general meeting for re-election of the proposed directors were separate for each.

LETTER FROM THE BOARD

VI. PROPOSED CHANGE OF AUDITORS

Messrs. Deloitte Touche Tohmatsu (“Deloitte”) will retire as the auditor of the Group, and will not seek re-appointment, upon expiration of its current term of office at the close of the forthcoming AGM.

For the purpose of maintaining good corporate governance, the Board considers the change of Company’s auditor at an appropriate time. As Deloitte has been the auditor of the Company since the Company listed at the Stock Exchange, the Board considers that it is an appropriate time to change the Company’s auditor.

On 5th April, 2013, the Board resolved to propose the appointment of Messrs. PricewaterhouseCoopers (“PWC”) as the new auditor of the Group to fill the vacancy following the retirement of Deloitte and to hold office until the conclusion of the next annual general meeting of the Company, subject to the approval of Shareholders at the AGM.

The Company has, on 5th April, 2013, received a letter from Deloitte confirming that other than the modification set out in the auditor’s report on the Company’s consolidated financial statements for the year ended 31st December, 2012 which has been extracted and disclosed in the final result announcement of the Company for the year ended 31st December, 2012 and published on 21st March, 2013, there are no matters that need to be brought to the attention of the Shareholders in connection with their ceasing to hold office. The Board has also confirmed that there is no disagreement between Deloitte and the Company, and there are no other matters in respect of the proposed change of auditors that need to be brought to the attention of Shareholders.

An ordinary resolution will be proposed to the Company’s Shareholders at the AGM for appointment PWC as the auditor of the Company. The AGM Notice containing, among other things, the proposed appointment of auditor, is set out in this circular.

VII. ANNUAL GENERAL MEETING AND DIVIDEND ENTITLEMENT

The AGM Notice is set out in this circular.

The Register of Members of the Company will be closed from 7th, May, 2013 and 8th, May, 2013, both days inclusive for the entitlement to attend the AGM, and be closed on 14th May, 2013 for the final dividend entitlement, during such periods no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM of the Company, all transfers accompanied by the relevant share certificates must be lodged with the Company’s Branch Share Registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 6th May, 2013. In order to be eligible to have final dividend, all transfers accompanied by the relevant share certificates must be lodged with the address of the Company’s Branch Share Registrar in Hong Kong as abovementioned, not later than 4:30 p.m. on 13th May, 2013.

LETTER FROM THE BOARD

VIII. ACTION TO BE TAKEN

A proxy form for use at the AGM is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange (www.hkex.com.hk). Whether or not you intend to attend the AGM, you are requested to complete the proxy form and return it to the abovementioned Branch Share Registrar of the Company in Hong Kong, Tricor Secretaries 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 of the meeting or the adjourned meeting (as the case may be). Completion and return of a proxy form will not preclude shareholders from attending and voting at the general meeting if they so wish.

IX. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rule 13.39 of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed to approved at the AGM will be taken by poll.

X. RECOMMENDATION

The Directors consider that proposals of the Share Issue Mandate, the Share Repurchase Mandate, the extension to the Share Issue Mandate, Proposed Change of Auditors and Re-election of Retiring Directors are in the best interests of the Company and its Shareholders. Accordingly, the Directors recommend all the Shareholders should vote in favour of these resolutions as set out in the AGM Notice to be proposed at the AGM.

Smart Forest Limited, the controlling shareholder of the Company as defined in the Listing Rules, which holds 69.73% shareholding of the Company as at the Latest Practicable Date, has indicated that they intend to vote in favour of these resolutions in respect of their holding of Shares.

XI. RESPONSIBILITY STATEMENT

This circular for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the 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 the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

XII. GENERAL

A further announcement will be made on the outcome of the AGM regarding the poll voting results on Business Day following such meeting.

As at the date of hereof, the Board comprises Mr. Cheng Yung Pun, Mr. Arnold Edward Rubin, Mr. Yu Sui Chuen, Ms. Cheng Wing See, Nathalie, Mr. Cheung Kwok Sing, Mr. Leung Hong Tai Mr. Tsang Chung Wa and Mr. Tse Kam Wah as executive Directors and Dr. Loke Yu alias Loke Hoi Lam, Mr. Mak Shiu Chung, Godfrey, Mr. Wan Hing Pui and Mr. Heng Victor Ja Wei as independent non-executive Directors.

By Order of the Board

Cheng Yung Pun

Chairman

This Appendix serves as an explanatory statement as required under the Listing Rules to provide you with the information necessary for your consideration of the Share Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 755,727,313 Shares.

Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the approval of the Share Repurchase Mandate, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 75,572,731 Shares representing not more than 10 per cent. of the issued share capital of the Company as at the date of the Resolution.

2. REASONS FOR REPURCHASE

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

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities which will be funds legally available in accordance with the provisions of the Bye-laws of the Company and the Bermuda laws for the purpose. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company, legally permitted to be utilised in this connection, including capital paid up on the Shares to be repurchased, profits otherwise available for distribution and sums standing to either the share premium account or contributed surplus account of the Company.

On the basis of the consolidated financial position of the Company as at 31st December, 2012 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that purchase of all the Shares the subject of the Share Repurchase Mandate were to be carried out in full during the Share Repurchase Mandate period. No purchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements).

4. SHARE PRICES

The highest and lowest market prices at which the Shares have traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date are as follows:–

	Shares	
	Highest	Lowest
	<i>(HK\$)</i>	<i>(HK\$)</i>
2012		
March	1.880	1.660
April	2.000	1.670
May	1.900	1.730
June	1.800	1.700
July	1.750	1.620
August	1.730	1.500
September	1.750	1.710
October	2.030	1.800
November	1.950	1.720
December	1.900	1.720
2013		
January	1.950	1.700
February	1.800	1.580
March	1.830	1.500
April (as at latest practicable date)	1.900	1.800

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange, so far as the same may be applicable, to exercise the power of the Company to repurchases pursuant to the Repurchase Resolution and in accordance with the Listing Rules and the applicable laws of Bermuda.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules), have any present intention, if the Share Repurchase Mandate is approved, to sell any Shares to the Company or its subsidiaries.

No connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, if the Share Repurchase Mandate is approved by Shareholders.

6. TAKEOVER CODE

If as a result of a share repurchase a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Rule 32 of the Takeover Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeover Code) depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code as a result of such increase.

As at the Latest Practicable Date, according to the Register kept by the Company pursuant to Section 336 of the SFO, Smart Forest Limited controlled approximately 69.73% of the entire issued share capital of the Company. On the basis that the issued share capital of the Company remains unchanged up to the date of the AGM, if the Repurchase Mandate is exercised in full, the controlling interests of Smart Forest Limited in the Company will increase to approximately 77.48% of the issued capital of the Company. The Directors are not aware of any Shareholders or group of Shareholders acting in concert who will become obliged to make a mandatory offer in accordance with Rule 26 of the Takeover Code as a result of repurchase of Shares. The Directors will also have no present intention to exercise the power to repurchase shares on the Stock Exchange pursuant to the repurchase Mandate to such an extent as to result in the number of Shares held by the public falling below 25%.

7. REPURCHASES OF SHARES MADE BY THE COMPANY

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

This Appendix set out the details of directors who will retire at the conclusion of the AGM and will be proposed to be re-elected at AGM of the Company

Ms Cheng Wing See, Nathalie, aged 39

Ms. Cheng was appointed executive director of the Company in September 2000. Ms. Cheng has over 12 years' extensive experience in procurement in the plastic toys field and three years' experience in sales and marketing. She is currently responsible for sales and marketing of the Group's overseas' company. She is the daughter of Mr. Cheng Yung Pun, Chairman of the Company. She holds approximately 0.10% interest in the issued share capital of the Company (723,230 ordinary share interests) as at the latest practicable date.

There is no service agreement entered into between the Company and Ms. Cheng in respect of her appointment as executive director of the Company. The appointment has no fixed term of service with the Company for her being an executive director of the Company but will be subject to retirement by rotation and re-election at annual general meetings in accordance with the bye-laws of the Company. Ms. Cheng is entitled to the emoluments currently being approximately HK\$618,000 (including salary and other benefits) for the year 2012. Her emoluments would be determined by the Board (except determining her own remuneration) and/or the remuneration committee subject to the authorization granted by the Shareholders in the general meeting of the Company from time to time.

Ms. Cheng is also a director of some of the Company's subsidiaries. Save as disclosed above, she does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (v) have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Cheung Kwok Sing, aged 54

Mr. Cheung was appointed executive director of the Company in November 2009. Mr. Cheung holds a Master Degree in Business Administration from University of Wale, United Kingdom. He has over 25 years' experience in the operation and production management of toy industry. His experience ranges from managing sales operation activities of the corporations in the base outside Hong Kong, improvement of the operation system to business development. He joined the Group over 13 years and is currently responsible for the sales and marketing in European market of the Group. Mr. Cheung holds approximately 0.56% interest in the issued share capital of the Company (beneficially interested in 4,230,000 ordinary shares) as at the latest practicable date.

There was no service agreement between the Company and Mr. Cheung in respect of his appointment as executive director of the Company. The appointment has no fixed term of service with the Company for his being an executive director of the Company but will be subject to retirement by rotation and re-election at annual general meetings in accordance with the bye-laws of the Company. Mr. Cheung is entitled to receive under his current employment contracts with the Company's overseas subsidiaries for being operation-in-charge, currently being approximately HK\$1,055,000 (including salary and other benefits) for the year 2012. Mr. Cheung will be entitled to emoluments as determined by the Board (except determining his own remuneration) and/or the remuneration committee subject to the authorization granted by the Shareholders in the general meeting of the Company from time to time.

Mr. Cheung is also a director of some of the subsidiaries of the Company. Save as disclosed above, he does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (v) have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Tsang Chung Wa, aged 49

Mr. Tsang was appointed as executive director of the Company in January 2011. He holds a Diploma in Management Studies awarded jointly by The Hong Kong Management Association and The Hong Kong Polytechnic University. He has over 24 years' experience in the operation, sales and production management of toy industry. His experience ranges from managing marketing activities of the corporations in the base outside Hong Kong to business development. He joined the Group over 12 years and is currently responsible for the marketing management and the related business management works. Mr. Tsang holds approximately 0.55% share interest in the issued share capital of the Company (beneficially interested in 4,124,251 ordinary shares) as at the latest practicable date.

There is no service agreement between the Company and Mr. Tsang in respect of his appointment as executive director of the Company. The appointment has no fixed term of service with the Company for his being an executive director of the Company but will be subject to retirement by rotation and re-election at annual general meetings in accordance with the bye-laws of the Company. Mr. Tsang is entitled to receive under his current employment contracts with the Company's overseas subsidiary for his marketing director related titles in some of the Group's members, currently being approximately HK\$898,000 (including salary and other benefits) for the year 2012. Mr. Tsang will be entitled to emoluments as determined by the Board (except determining his own remuneration) and/or the remuneration committee subject to the authorization granted by the Shareholders in the general meeting of the Company from time to time.

Save as disclosed above, he does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (v) have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Wan Hing Pui, aged 82

Mr. Wan was appointed independent non-executive director in September 2004 and is also a member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Wan has over 54 years of experiences in auditing, taxation and financial management consultancy services. He is an Associate Member of The Institute of Chartered Accountants in England and Wales and a Fellow of Hong Kong Institute of Certified Public Accountants. He is a sole proprietor of H.P. Wan & Co., a firm of Certified Public Accountants (Practising). He holds approximately 0.04% interest in the issued share capital of the Company (300,000 underlying shares derived from the share option granted by the Company) as at the latest practicable date.

There is no service agreement entered into between the Company and of Mr. Wan. The appointment has no fixed term of service with the Company but will be subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. Mr. Wan will be entitled to emolument based on the market rate as determined by the Board (except determining his own remuneration) and/or the remuneration committee subject to the authorization granted by the Shareholders in the general meeting of the Company from time to time, currently being HK\$80,000 as director's fee for the year 2012.

Mr. Wan confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, he does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (v) have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is other matters that need to be brought to the attention of the shareholders of the Company.

Mr. Heng Victor Ja Wei, aged 35

Mr. Heng was appointed as independent non-executive director on 31st December, 2012. He is a partner of Morison Heng, Certified Public Accountants. Mr. Heng holds a Master of Science degree of the Imperial College of Science, Technology and Medicine, the University of London. He is a member of and holds a Certified Public Accountant (Practising) certificate issued by The Hong Kong Institute of Certified Public Accountants and a Fellow of The Association of Chartered Certified Accountants. He serves as an independent non-executive director of China Fire Safety Enterprise Group Limited, Lee & Man Handbags Holding Limited and Lee & Man Chemical Company Limited whose shares are listed on the main board of the Stock Exchange.

The term of office of Mr. Heng is from 31st December, 2012 up to his retirement by rotation in accordance with the Company's Bye-laws. The director's emoluments, which are determined based on the market rate as determined by the Board, are HK\$80,000 per annum. His emoluments would be determined by the Board (except determining his own remuneration) and/or the remuneration committee subject to the authorization granted by the Shareholders in the general meeting of the Company from time to time.

Mr. Heng confirmed that he met the independence criteria as set out in Rule 3.13 of the Listing Rules. Save as disclosed above, he does not (i) hold other positions with the Company and other members of the Group; (ii) have any directorship in any public listed companies of which are listed on any securities market in Hong Kong or overseas in the past three years; (iii) have other major appointments and professional qualifications; (iv) have any relationship with any directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (v) have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor is other matters that need to be brought to the attention of the shareholders of the Company.

NOTICE OF ANNUAL GENERAL MEETING

MATRIX

MATRIX HOLDINGS LIMITED

美力時集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 1005)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Matrix Holdings Limited (the “Company”) will be held at Peony Room, Crowne Plaza Hotel & Suites Landmark Shenzhen, No. 3018 Nanhu Road, Luohu District Shenzhen, China on 8th May, 2013 at 2:30 p.m. for the following purposes:–

1. To receive and consider the audited financial statements for the year ended 31st December, 2012 together with the Report of the Directors and the Independent Auditor’s Report thereon.
2. To declare a final dividend.
- 3a. To re-elect Ms. Cheng Wing See, Nathalie as an executive director of the Company.
- 3b. To re-elect Mr. Cheung Kwok Sing as an executive director of the Company.
- 3c. To re-elect Mr. Tsang Chung Wa as an executive director of the Company.
- 3d. To re-elect Mr. Wan Hing Pui as an independent non-executive director of the Company.
- 3e. To re-elect Mr. Heng Victor Ja Wei as an independent non-executive director of the Company.
- 3f. To authorise the Board to fix their remuneration.
4. To appoint Messrs. PricewaterhouseCoopers as the auditor of the Company and its subsidiaries, to hold office until the conclusion of the next annual general meeting, and to authorize the Board to fix their remuneration.

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

5. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions–

ORDINARY RESOLUTIONS

A. **“THAT**

- (a) subject to paragraph (c) of this Resolution, pursuant to the Listing Rules, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorize 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, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares of the Company 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 of the Company; or (iii) the exercise of any option granted under any share option scheme or similar arrangement for the time being adopted by the Company; or (iv) an issue of shares in lieu of the whole or part of the dividend on shares of the Company in accordance with the Bye-laws of the Company, shall not exceed 20 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (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 or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares or offer or issue of warrants or options to subscribe for shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions 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 any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

B. “THAT

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its own shares on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and is recognized by the Securities and Future Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate nominal amount of the shares of the Company which the Company is authorized to repurchase pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the issued share capital of the Company at the date of passing this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (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 or any applicable law to be held; or
- (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
- C. “**THAT** conditional upon the passing of the Resolutions set out in paragraph 5A and 5B of the notice convening this meeting, the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company pursuant to the Resolution set out in paragraph 5A of the notice convening this meeting be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted pursuant to the Resolution set out in paragraph 5B of the notice convening this meeting.”

By order of the Board
LAI MEI FONG
Company Secretary

Hong Kong, 5th April, 2013

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the above meeting (or at any adjournment thereof) is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if he were solely entitled thereto; but if more than one of such joint holders be present at the above meeting 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 share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the forms of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the above meeting or any adjournment thereof.
4. The register of members of the Company will be closed from 7th May, 2013 to 8th May, 2013, both days inclusive, during which period no transfer of shares can be registered. In order to qualify for attending and voting at the above meeting or any adjournment thereof, all share transfers, accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at the above address for registration not later than 4:30 p.m. on 6th May, 2013.
5. In addition, the register of members of the Company will also be closed on 14th May, 2013, on such date no transfer of shares can be registered. In order to qualify for the proposed final dividends, subject to approval at the above meeting and adjournment thereof, all share transfers, accompanied by the relevant share certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Secretaries Limited at the above address for registration not later than 4:30 p.m. on 13th May, 2013.
6. An explanatory statement containing further details regarding the proposed Resolutions 5B set out in the notice convening the above meeting will be sent to members of the Company together with this circular.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

Pursuant to Rule 13.39 of the Listing Rules, all votes of the shareholders at the annual general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed to be approved at the AGM will be taken by poll.