
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 or transferred all your shares in Anex International Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

**ANEX INTERNATIONAL HOLDINGS LIMITED****安歷士國際控股有限公司****(Incorporated in Bermuda with limited liability)**(Stock Code: 723)*

**PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE
AND TO ISSUE SHARES,
REFRESHMENT OF THE LIMIT OF THE SHARE OPTION SCHEME,
RE-ELECTION OF RETIRING DIRECTORS
AND ELECTION OF DIRECTORS,
CHANGE OF NAME OF THE COMPANY
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Anex International Holdings Limited to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wanchai, Hong Kong on Friday, 31 August 2007 at 10:00 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkex.com.hk) and the Company (www.anex-int.com).

Whether or not you are able to attend the annual general meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Share Registrar in Hong Kong, Tengis Limited, at 26/F., 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 shareholders from attending and voting in person at the meeting if they so wish.

* For identification purpose only

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DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen’s Road East, Wanchai, Hong Kong on Friday, 31 August 2007 at 10:00 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular, or any adjournment thereof;
“Board”	the board of Directors of the Company for the time being;
“Bye-laws”	the bye-laws of the Company;
“Company”	Anex International Holdings Limited, a company incorporated in Bermuda with limited liability, the shares of which are listed on the main board of the Stock Exchange;
“Directors”	director(s) of the Company;
“Eligible Participates”	persons who satisfy the eligibility criteria in the Share Option Scheme;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars;
“Issuance Mandate”	as defined in paragraph 2(b) of the Letter from the Board;
“Latest Practicable Date”	27 July 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Ordinary Resolutions”	the proposed ordinary resolutions as referred to in the notice of the Annual General Meeting;
“Repurchase Mandate”	as defined in paragraph 2(a) of the Letter from the Board;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

DEFINITIONS

“Share(s)”	share(s) of HK\$0.10 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Option Scheme”	the Share Option Scheme as adopted at the annual general meeting of the Company on 9 September 2002;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Substantial Shareholder”	a substantial shareholder as defined in the Listing Rules;
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong;
“Warrant(s)”	warrant(s) issued by the Company on 5 July 2006 (Stock code: 473)

LETTER FROM THE BOARD



ANEX INTERNATIONAL HOLDINGS LIMITED

安歷士國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

Executive Directors:

Mr. Cheng Tun Nei (*Chairman*)
Mr. Kwok Hon Lam (*Vice-Chairman*)
Dr. Siu Miu Man (*Chief Executive Office*)
Mr. Kwok Chi Hang, Peter
Mr. Cheng Tze Kit, Larry

Non-executive Director:

Mr. Yeung Chee Tat

Independent Non-executive Directors:

Mr. Chan Sun Kwong
Mr. Chow Nim Sun, Nelson
Mr. Lam Kwok Cheong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Principal Place of Business in

Hong Kong:

Room 1606-7, West Tower,
Shun Tak Centre
168-200 Connaught Road
Central
Hong Kong

30 July 2007

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE
AND TO ISSUE SHARES,
REFRESHMENT OF THE LIMIT OF THE SHARE OPTION SCHEME,
RE-ELECTION OF RETIRING DIRECTORS
AND ELECTION OF DIRECTORS,
CHANGE OF NAME OF THE COMPANY
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; (iv) the refreshment of the scheme mandate limit; and (v) the re-election of retiring Directors and election of Directors; and (vi) the change of name of the Company.

* For identification purpose only

LETTER FROM THE BOARD

2. REPURCHASE AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 22 August 2006, general mandates were given to the Directors to exercise the powers of the Company to repurchase shares of the Company and to issue new shares of the Company respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the issued share capital of the Company on the date of passing of such resolution (the “Repurchase Mandate”);
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution (the “Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 5 and 6 set out in the notice of the Annual General Meeting. With reference to the Repurchase Mandate and the Issuance Mandate, the Directors wish to state that they have no immediate plan to repurchase or issue any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in the Appendix I to this circular.

3. REFRESHMENT OF THE SCHEME MANDATE LIMIT

The Share Option Scheme was adopted at the annual general meeting of the Company on 9 September 2002. The purpose of the Share Option Scheme is to recognize and acknowledge the contributions which the Eligible Participants have made or may make to the Group.

Under the current limit of the Share Option Scheme, the Directors were authorized to grant options to subscribe for up to 153,728,348 Shares, representing 10% of the issued share capital of the Company as at the date of the annual general meeting of the Company held on 22 August 2006 at which the existing scheme mandate limit was refreshed.

Upon completion of the Placing of Existing Shares and Top-up Subscription for New Shares on 6 July 2007 and the issue of new Shares pursuant to the exercise of Warrants of the Company, the total issued share capital of the Company as at the Latest Practicable Date was 1,914,722,686 shares of HK\$0.10 each. If the existing scheme mandate limit is not refreshed, the Company would only be allowed to grant options to subscribe for up to 153,728,348 Shares, representing approximately 8.03% of the issued share capital of the Company as at the Latest Practicable Date. As at the Latest Practicable Date, there was no share options granted under the Share Option Scheme.

LETTER FROM THE BOARD

Apart from the Share Option Scheme, the Company has no other share option scheme(s) currently in force. The Directors consider that the Company should refresh the scheme mandate limit so that the Company could have more flexibility to provide incentives to the Eligible Participants of the Share Option Scheme by way of granting share options to them. If the refreshment of scheme mandate limit is approved at the Annual General Meeting, based on the 1,914,722,686 Shares in issue as at the Latest Practicable Date and assuming no further Shares will be allotted and issued and no Shares will be repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to grant options under the Share Option Scheme for subscription of up to a total of 191,472,268 Shares, representing 10% of the issued share capital of the Company as at the date of the Annual General Meeting.

The maximum number of Shares to be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme(s) for time being of the Company must not, in aggregate, exceed 30% of the issued share capital of the Company from time to time. The Directors consider that the refreshment of the scheme mandate limit is in the interests of the Company and the Shareholders as a whole because it enables the Company to reward and motivate the Eligible Participants under the Share Option Scheme.

The refreshment of the scheme mandate limit is conditional upon:

1. the passing of the relevant ordinary resolution at the Annual General Meeting; and
2. the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Shares to be issued pursuant to the exercise of the options which may be granted under the scheme mandate limit of the Share Option Scheme as refreshed and any other scheme(s) of the Company up to 10% of the issued share capital of the Company as at the date of passing the ordinary resolution at the Annual General Meeting.

Details of the proposed refreshment of the scheme mandate limit are set out in Ordinary Resolution no. 4 of the notice of Annual General Meeting.

Application has been made to the Stock Exchange for the listing of, and permission to deal in, the new Shares representing 10% of the issued share capital of the Company at the Annual General Meeting.

4. RE-ELECTION OF RETIRING DIRECTORS AND ELECTION OF DIRECTORS

Pursuant to Bye-laws 86(2) and 87 of the Company's Bye-laws, Mr. Lam Kwok Cheong, Mr. Cheng Tze Kit, Larry and Mr. Yeung Chee Tat shall retire as Directors by rotation at the Annual General Meeting and save for Mr. Cheng Tze Kit, Larry and Mr. Yeung Chee Tat who have indicated that they would not seek for re-election at the Annual General Meeting, the other retiring director, Mr. Lam Kwok Cheong, being eligible, has agreed to offer himself for re-election. The Board proposes that Mr. Liu Kam Lung be elected as Executive Director and Ms. Li Wa Hei be elected as Non-executive Director of the Company at the Annual General Meeting to fill the vacancies following the retirement of Mr. Cheng Tze Kit, Larry and Mr. Yeung Chee Tat, respectively. Biographical details of Directors proposed to be re-elected and elected at the Annual General Meeting are set out in the Appendix III to this circular.

LETTER FROM THE BOARD

5. CHANGE OF NAME OF THE COMPANY

Reference is made to an announcement made by the Company dated 26 July 2007 in relation to the proposed change of name of the Company. The Board proposes to change the name of the Company from “Anex International Holdings Limited” “安歷士國際控股有限公司” (for identification purpose) to “China Rise International Holdings Limited” and to adopt the Chinese name of “華晉國際控股有限公司” for identification purpose. The English and Chinese stock short names of the Company will also be changed.

The proposed change of the Company’s name is subject to the approval of the Registrar of Companies in Bermuda and the passing of Special Resolution No.8 by the shareholders of the Company approving the proposed change of the Company’s name at the Annual General Meeting.

Subject to the above conditions being fulfilled, the proposed new name of the Company will take effect from the date on which the new name is entered on the register by the Registrar of Companies in Bermuda. A further announcement will be made when the proposed new name has become effective.

Reasons for the proposed change of Company name

The proposed change of the Company’s name is to align the Company’s image and better identify the change in the business of the Company. It is in the commercial interest and corporate benefit of the Company to promote and further enhance the image of the Company.

Effects on change of Company’s name

Upon the proposed change of the Company’s name becoming effective, all existing share certificates and warrant certificates bearing the current name of “Anex International Holdings Limited” will continue to be evidence of title to Shares and Warrants and will continue to be valid for trading, settlement and registration purposes and the rights of the Shareholders will not be affected as a result of the change of the Company’s name. Accordingly, there will not be any arrangements for free exchange of existing share certificates for new share certificates and existing warrant certificates for new warrant certificates under the proposed new name of the Company. However, upon request by the Shareholders, exchange of certificates for new share certificates and warrant certificates will be effected on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) for each share certificates and warrant certificates issued or cancelled. Should the proposed change of the Company’s name become effective, any issue of share certificates and warrant certificates thereafter will be in the new Company’s name and the Shares and Warrants will be traded on the Stock Exchange in the new name.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 15 to 18 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate, the refreshment of the scheme mandate limit, the re-election of retiring Directors and election of Directors and the change of name of the Company.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkex.com.hk) and the Company (www.anex-int.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, 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 at the Company's Share Registrar in Hong Kong, Tengis Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

7. RECOMMENDATION

The Directors consider that the proposed granting of the Repurchase Mandate, the granting/extension of the Issuance Mandate; the refreshment of the scheme mandate limit; the re-election of Mr. Lam Kwok Cheong and the election of Mr. Liu Kam Lung and Ms. Li Wa Hei as Directors of the Company and the change of name of the Company are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Repurchase Mandate), Appendix II (Procedure by which the Shareholders may demand a poll at a general meeting pursuant to the Bye-laws) and Appendix III (Details of retiring Directors proposed for re-election and Directors proposed for election) to this circular.

Yours faithfully,
For and on Behalf of the Board
Anex International Holdings Limited
Cheng Tun Nei
Chairman

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

1. REASONS FOR THE REPURCHASE

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

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,914,722,686 Shares.

Subject to the passing of the resolution for the grant of the Repurchase Mandate (resolution no. 5 as set out in the notice convening the Annual General Meeting contained in this circular), and on the basis that no Shares are issued or repurchased by the Company prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 191,472,268 Shares.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws, the Listing Rules, the laws of Bermuda and other applicable laws.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2007, the date to which the last audited accounts of the Company were made up. However, the Directors do not intend to make any repurchases to such an extent as would, in circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. MARKET PRICES OF SHARES

The highest and lowest prices at which the Shares of the Company were traded on the Stock Exchange during each of the previous 12 months immediately preceding the Latest Practicable Date, are as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2006		
July	0.097	0.082
August	0.092	0.074
September	0.100	0.060
October	0.094	0.081
November	0.129	0.080
December	0.119	0.091
2007		
January	0.190	0.100
February	0.265	0.160
March	0.420	0.137
April	0.630	0.310
May	0.650	0.475
June	0.840	0.380
July (up to the Latest Practicable Date)	0.470	0.330

5. DISCLOSURE OF INTERESTS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

If as a result of a 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 Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a 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.

The shareholding of the Directors and Substantial Shareholders as at the Latest Practicable Date prior to the printing of the circular and upon the exercise in full of the powers of the Company to make purchases under the Repurchase Mandate as recorded in the register to be kept under the SFO are as follows:

Directors	<i>Notes</i>	Latest Practicable Date	Percentage over existing issued capital	Percentage over the issued capital on full exercise of Repurchase Mandate
Mr. Cheng Tun Nei	(1)	375,996,000	19.64%	21.82%
Mr. Kwok Hon Lam	(2)	80,004,000	4.18%	4.64%

Substantial Shareholders (other than Mr. Cheng Tun Nei and Mr. Kwok Hon Lam)	<i>Notes</i>	Latest Practicable Date	Percentage over existing issued capital	Percentage over the issued capital on full exercise of Repurchase Mandate
Ms. Li Wa Hei	(3)	375,996,000	19.64%	21.82%
Ms. Cheng Shuk Man	(4)	80,004,000	4.18%	4.64%
Tricom Equities Limited	(5)	100,000,000	5.22%	5.80%

Notes:

1. Out of 375,996,000 Shares, 370,604,000 Shares are directly beneficially owned by Mr. Cheng Tun Nei and 5,392,000 Shares are held by his spouse Ms. Li Wa Hei.
2. Out of 80,004,000 Shares, 5,004,000 Shares are directly beneficially owned by Mr. Kwok Hon Lam and 75,000,000 Shares are held by Armstrong Inc., a company wholly-owned by his spouse Ms. Cheng Shuk Man.
3. Out of 375,996,000 Shares, 5,392,000 Shares are directly beneficially owned by Ms. Li Wa Hei and 370,604,000 Shares are held by her spouse Mr. Cheng Tun Nei.
4. Out of 80,004,000 Shares, 75,000,000 Shares are held by Armstrong Inc., a company wholly-owned by Ms. Cheng Shuk Man and 5,004,000 Shares are held by her spouse Mr. Kwok Hon Lam.
5. Tricom Equities Limited is interested in 100,000,000 Shares.

In the opinion of the Directors, the exercise of the Repurchase Mandate will not give rise to an obligation on any person to make a general offer under the Takeovers Code.

The Directors will not repurchase Shares if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intend to sell Shares to the Company under the Repurchase Mandate in the event that the Repurchase Mandate is approved by shareholders.

The Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company in the event that the Repurchase Mandate is approved by its shareholders.

6. SHARES PURCHASES MADE BY THE COMPANY

No purchase of Shares has been made by the Company during the last six months (whether on the Stock Exchange or otherwise).

**APPENDIX II PROCEDURE BY WHICH THE SHAREHOLDERS MAY DEMAND A POLL
AT A GENERAL MEETING PURSUANT TO THE BYE-LAWS**

The following paragraphs set out the procedure by which the Shareholders may demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Bye-laws.

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

- (a) the chairman of such meeting; or
- (b) 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) 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) 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.

In addition, in compliance with the Listing Rules, any vote of shareholders at a general meeting will be taken on a poll where:

- (i) the chairman of the general meeting and/or the directors individually or collectively hold proxies in respect of shares holding 5% or more of the total voting rights at the general meeting, and the meeting, on a show of hands, votes in the opposite manner to that instructed in those proxies unless it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands;
- (ii) the meeting is to approve connected transactions;
- (iii) the meeting is to approve transactions that are subject to independent shareholders' approval pursuant to the Listing Rules;
- (iv) the meeting is to approve granting of options to a substantial shareholder or an independent non-executive director of the issuer, or any of their respective associates, as required under the Listing Rules; and
- (v) the meeting is to approve any other transactions in which a shareholder has a material interest and is therefore required to abstain from voting at the general meeting.

Pursuant to the Listing Rules, the details of the Director who will retire at the Annual General Meeting according to the Bye-laws and offer himself for re-election and Directors to be elected at the Annual General Meeting are provided below:

(1) MR. LAM KWOK CHEONG, AGED 53

Mr. Lam Kwok Cheong (“Mr. Lam”) is proposed to be re-elected as an independent non-executive Director of the Company at the Annual General Meeting. Mr. Lam is a Justice of Peace and a solicitor of the High Court of the Hong Kong Special Administrative Region. He holds Bachelor of Laws degree from University of Hong Kong. Mr. Lam is currently a member of Election Committee, member of Yuen Long District Council and Yuen Long District Fight Crime Committee and Ex-Officio Member of Heung Yee Kuk New Territories.

Mr. Lam is not connected with any director, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO. Mr. Lam is currently an independent non-executive director of Same Time Holdings Limited (Stock Code: 451), Wing Lee Holdings Limited (Stock Code: 876) and GFT Holdings Limited (Stock Code: 1003)

There is no service contract between Mr. Lam and the Company. Mr. Lam’s appointment is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Lam’s remuneration as a Director has been determined by the Board to be HK\$10,000 per month with reference to the Company’s performance, profitability and the remuneration policy and guidelines adopted by the remuneration committee of the Company.

Save as disclosed above, there are no other matters in relation to the re-election of Mr. Lam that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(2) MR. LIU KAM LUNG, AGED 43

Mr. Liu Kam Lung (“Mr. Liu”) is proposed to be elected as an executive Director of the Company at the Annual General Meeting. Mr. Liu is currently the secretary and chief financial officer of the Group. He joined the Group in February 2006, initially as independent non-executive Director until March 2006. Mr. Liu is an associate member of Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants, United Kingdom, an associate member of Hong Kong Institute of Chartered Secretaries and an associate member of Institute of Chartered Secretaries of Administrators, United Kingdom. Prior to joining the Group, Mr. Liu worked as an audit manager in an international accounting firm and then served as the secretary and financial controller of a PRC company listed on the Growth Enterprise Market of The Hong Kong Stock Exchange.

Mr. Liu is not connected with any director, senior management, substantial shareholders or controlling shareholders of the Company. He does not have any interest in shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, Mr. Liu has not held directorships or major positions in other listed companies in the last three years.

There is no service contract between Mr. Liu and the Company. Mr. Liu's appointment is subject to retirement by rotation and re-election in accordance with the Bye-laws. Mr. Liu's remuneration as a Director has been determined by the Board to be HK\$100,000 per month with reference to the Company's performance, profitability and the remuneration policy and guidelines adopted by the remuneration committee of the Company.

Save as disclosed above, there are no other matters in relation to the election of Mr. Liu that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

(3) MS. LI WA HEI, AGED 39

Ms. Li Wa Hei ("Ms. Li") is proposed to be elected as a non-executive Director of the Company at the Annual General Meeting. Ms. Li graduated from tertiary level in mainland China. She is a merchant principally engaged in real estate investment and development as well as import and export business for a period of more than 10 years.

Ms. Li is the wife of Mr. Cheng Tun Nei (an executive Director and Chairman of the Company). Other than as disclosed, Ms. Li is not connected with any other director, senior management, substantial shareholders or controlling shareholders of the Company. As at the Latest Practicable Date, Ms. Li is interested in 375,996,000 shares, representing 19.64% of the issued shares of the Company, within the meaning of Part XV of the SFO. Ms. Li does not held directorships or major positions in other listed companies in the last three years.

There is no service contract between Ms. Li and the Company. Ms. Li's appointment is subject to retirement by rotation and re-election in accordance with the Bye-laws. Ms. Li will receive a director's fee of HK\$100,000 per annum (subject to the authorization by shareholders at the Annual General Meeting) with reference to the Company's performance, profitability and the remuneration policy and guidelines adopted by the remuneration committee of the Company.

Save as disclosed above, there are no other matters in relation to the election of Ms. Li that need to be brought to the attention of the Shareholders, and there is no other information to be disclosed pursuant to any of the requirements of the provisions under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



ANEX INTERNATIONAL HOLDINGS LIMITED

安歷士國際控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 723)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Xinhua Room, Mezzanine Floor, Cosmopolitan Hotel, 387-397 Queen's Road East, Wanchai, Hong Kong, on Friday, 31 August 2007 at 10:00 a.m. for the following purposes:

1. To receive and consider the audited Financial Statements and the Report of the Directors and of the Auditors for the year ended 31 March 2007;
2. To re-elect the retiring Directors and elect Directors and to authorise the Board of Directors to fix the Directors' remuneration;
3. To appoint Messrs. CCIF CPA Limited as Auditors and to authorise the Board of Directors to fix their remuneration;
4. To consider as a special business, and, if thought fit, pass with or without modification, the refreshment of the Scheme Mandate Limit of the Company's Share Option Scheme, the following resolution as an Ordinary Resolution:

"THAT the refreshment of the limit in respect of the granting of share options under the Share Option Scheme, up to a new 10% limit (the "Refreshed Scheme Mandate Limit") be approved provided that the total number of Shares which may be issued upon exercise of options to be granted under the Share Option Scheme on or after the date of the passing of this resolution (the "Refreshed Date"), together with all options to be granted under any other share option scheme(s) of the Company on or after the Refreshed Date, must not exceed 10% of the number of Shares in issue as at the Refreshed Date and any Director be and is hereby authorized, at their absolute discretion (i) to grant options to subscribe for shares of the Company within the Refreshed Scheme Mandate Limit in accordance with the rules of the Share Option Scheme; and (ii) to allot, issue and deal with shares pursuant to the exercise of options granted under the Share Option Scheme within the Refreshed Scheme Mandate Limit.";

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 during the Relevant Period of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

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- (b) the total nominal amount of the shares of the Company to be purchased pursuant to the approval in paragraph (a) during the Relevant Period above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue as at the date of this Resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose 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;
 - (ii) 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
 - (iii) 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.”;
6. 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) of this Resolution, the exercise by the Directors during the Relevant Period of all powers of the Company to allot shares and to make and grant offers, agreements, securities convertible into shares, warrants and options which would or might require shares to be allotted be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make and grant offers, agreements, securities convertible into shares, warrants and options which would or might require shares to be allotted after the end of the Relevant Period;
- (c) the total nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to shares issued as a result of a Rights Issue where shares are offered to holders of shares on the register 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 legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory) or any agreements and arrangements entered into by the Directors of the Company pursuant to the general mandate previously granted to the Directors which would or might require shares to be allotted during the Relevant Period or the share option scheme of the Company, shall not exceed 20% of the total

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nominal amount of the share capital of the Company in issue as at the date of this Resolution and the said approval shall be limited accordingly;

- (d) for the purpose 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;
 - (ii) 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
 - (iii) 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.”;
7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** the general mandate granted to the Directors of the Company pursuant to Resolution 6 above and for the time being in force to exercise the powers of the Company to issue and allot additional shares and to make or grant offers, agreements, securities convertible into shares, warrants and options which might require the exercise of such powers be and is hereby extended by the total nominal amount of shares in the capital of the Company repurchased by the Company since the granting of such general mandate referred to in the above Resolution 5 pursuant to the exercise by the Directors of the Company of the powers of the Company to purchase such shares, provided that such amount shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of this Resolution.”; and

8. to consider and, if thought fit, pass the following resolution as a special resolution:

“**THAT** the name of the Company be changed from “Anex International Holdings Limited” to “China Rise International Holdings Limited” and to adopt the Chinese name of “華晉國際控股有限公司” for identification purpose.”

By Order of the Board

Cheng Tun Nei

Chairman

Hong Kong, 30 July 2007

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The Register of Members of the Company will be closed from Wednesday, 29 August 2007 to Friday, 31 August 2007 (both days inclusive) during which period no transfer of shares will be registered. In order to attend and qualify for voting at the Annual General Meeting, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 28 August 2007.
2. Any member of the Company entitled to attend and vote at the Annual General Meeting may appoint one or more than one proxy to attend and to vote instead of him. A proxy need not be a member of the Company.
3. Where there are joint registered holders of any share, any one of such persons may vote at the Annual General Meeting, either personally or by proxy, in respect of such share of the Company as if he were solely entitled thereto; but if more than one or such joint holders be present at the 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.
4. In order to be valid, the proxy form duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the Company's branch share registrar in Hong Kong, Tengis Limited, 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
5. Completion and return of the proxy form will not preclude you from attending the Annual General Meeting and voting in person if you so wish. In the event that you attend the Annual General Meeting after having lodged the proxy form, it will be deemed to have been revoked.
6. As at the date of this notice, the board of directors of the Company comprises five executive directors, namely Mr. Cheng Tun Nei, Mr. Kwok Hon Lam, Dr. Siu Miu Man, Mr. Kwok Chi Hang, Peter and Mr. Cheng Tze Kit, Larry, one non-executive director, namely Mr. Yeung Chee Tat, and three independent non-executive directors, namely Mr. Chan Sun Kwong, Mr. Chow Nim Sun, Nelson, and Mr. Lam Kwok Cheong.