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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in Rojam Entertainment Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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.

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**Stock Code: 8075**

*Website: [www.rojam.com](http://www.rojam.com)*

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening an annual general meeting of the Company to be held at 23rd Floor, Sunshine Plaza, 353 Lockhart Road, Wanchai, Hong Kong on Thursday, 30 September 2010 at 10:30 a.m. is set out on pages 10 to 13 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the annual general meeting, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company's branch share registrar, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding 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, for which the directors of the Company (“**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules (“**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) 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.

This circular will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at [www.rojam.com](http://www.rojam.com).

30 August 2010

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. 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 and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## LETTER FROM THE BOARD OF DIRECTORS

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**Stock Code: 8075**

*Website: [www.rojam.com](http://www.rojam.com)*

*Executive Directors:*

Ms. Etsuko Hoshiyama  
Mr. Chan Chi Ming, Alvin  
Mr. Luk Hong Man, Hammond

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Independent non-executive Directors:*

Mr. Chan Chi Yuen  
Mr. Zhang Xi  
Mr. Yeung Wai Hung, Peter  
Mr. Wong Kam Choi

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

23rd Floor,  
Sunshine Plaza,  
353 Lockhart Road,  
Wanchai,  
Hong Kong

30 August 2010

*To the shareholders of the Company*

Dear Sir or Madam,

### **GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

At the forthcoming annual general meeting (“**AGM**”) of the Company (together with its subsidiaries, collectively referred to as the “**Group**”) to be held at 23rd Floor, Sunshine Plaza, 353 Lockhart Road, Wanchai, Hong Kong on Thursday, 30 September 2010 at 10:30 a.m., resolutions will be proposed to grant to the Directors general mandates to issue and repurchase shares in the Company. Resolutions will also be proposed to re-elect the Directors in accordance with the bye-laws of the Company (“**Bye-laws**”).

The purpose of this circular is to provide shareholders of the Company (“**Shareholders**”) with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the proposed resolutions relating to such matters at the AGM.

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## LETTER FROM THE BOARD OF DIRECTORS

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### GENERAL MANDATES

At the AGM, separate ordinary resolutions will be proposed to renew the general mandates given to the Directors (i) to allot, issue, grant, distribute and otherwise deal with shares of HK\$0.01 each in the capital of the Company (“**Shares**”) not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution; (ii) to exercise all powers of the Company to repurchase issued and fully paid Shares (“**Repurchase Mandate**”) on the GEM of the Stock Exchange up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company at the date of passing of such resolution; and (iii) to extend the general mandate granted to the Directors to allot, issue, grant, distribute and otherwise deal with additional Shares as mentioned in paragraph (i) above by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the Repurchase Mandate.

The Repurchase Mandate allows the Company to make or agree to make repurchases only during the period ending on the earliest of (a) the date of the next annual general meeting, (b) the date by which the next annual general meeting of the Company is required to be held by the Bye-laws or any applicable laws of Bermuda; or (c) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company. The existing general mandates to issue and repurchase Shares granted to the Directors at the special general meeting of the Company on 21 January 2010 will expire at the AGM.

### EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate is set out in the Appendix I to this circular. The explanatory statement contains all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the relevant resolutions to grant to the Directors the Repurchase Mandate.

### RE-ELECTION OF THE DIRECTORS

In accordance with Article 84(1) and 84(2) of the Bye-laws, Messrs. Etsuko Hoshiyama and Chan Chi Ming, Alvin shall retire and, being eligible, offer themselves for re-election at the AGM.

Mr. Wong Kam Choi has been appointed as independent non-executive Director with effect from 14 April 2010. In accordance with Article 83(2) of the Bye-laws, Mr. Wong Kam Choi is required to retire at the AGM and, being eligible, offer himself for re-election at the AGM.

Biographies and other details of the above re-electing Directors are set out in Appendix II to this circular. At the AGM, ordinary resolutions will be proposed to approve their re-election.

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## LETTER FROM THE BOARD OF DIRECTORS

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### ANNUAL GENERAL MEETING

A notice of the AGM is set out on pages 10 to 13 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to attend the AGM in person, you are requested to complete the form of proxy and return it in accordance with the instructions printed thereon to the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the AGM should you so wish. In that event, your form of proxy will be deemed to have been revoked.

### VOTING BY POLL

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions put to the vote at the AGM will be taken by way of poll.

### RECOMMENDATION

The Directors are of the opinion that the general mandates to issue and repurchase Shares and the re-election of the Directors proposed are in the best interests of the Company and its Shareholders as a whole and therefore recommend you to vote in favour of the relevant resolutions to be proposed at the forthcoming AGM.

### GENERAL

Your attention is also drawn to the appendix to this circular.

Yours faithfully,  
For and on behalf of the Board  
**ROJAM ENTERTAINMENT HOLDINGS LIMITED**  
**Etsuko Hoshiyama**  
*Executive Director*

This is an explanatory statement given to all Shareholders relating to the Resolution 5 to be proposed at the AGM granting the Repurchase Mandate.

This explanatory statement contains all the information required pursuant to the GEM Listing Rules, which is set out as follows:

**1. NUMBER OF SHARES SUBJECT TO THE REPURCHASE MANDATE**

It is proposed that the Repurchase Mandate will authorise the repurchase by the Company of up to 10% of the Shares in issue as at the date of passing the relevant resolution. As at 25 August 2010, being the latest practicable date (“**Latest Practicable Date**”) prior to the printing of this circular, the authorised share capital of the Company was HK\$500,000,000 and the number of Shares in issue was 2,306,114,403, representing a paid-up share capital of HK\$23,061,144.03. On the basis of the 2,306,114,403 Shares in issue (and assuming no Shares will be issued or repurchased by the Company after the Latest Practicable Date and prior to the AGM), the Company would be authorised under the Repurchase Mandate to repurchase a maximum of 230,611,440 Shares during the period in which the Repurchase Mandate remains in force.

**2. REASONS FOR THE REPURCHASE MANDATE**

The Directors believe that it is in the best interests of the Company and Shareholders to have a general authority from Shareholders to enable the Directors to purchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings (in each case on a per Share basis) and will only be made when the Directors believe that such repurchases will benefit the Company and Shareholders.

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements for the year ended 31 March 2010 contained in the Annual Report 2009/2010 of the Company) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the memorandum of continuance and the Bye-laws of the Company, the GEM Listing Rules, and the applicable laws of Bermuda. The Company may not purchase securities on the GEM of the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

#### 4. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders.

No connected person (as defined in the GEM Listing Rules) has notified the Company that it has a present intention to sell Shares to the Company, or has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

#### 5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the GEM Listing Rules, the memorandum of continuance and the Bye-laws of the Company and the applicable laws of Bermuda.

#### 6. THE HONG KONG CODE ON TAKEOVERS AND MERGERS

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Code on Takeovers and Mergers ("**Takeovers Code**") approved by the Securities and Futures Commission of Hong Kong as amended from time to time. As a result, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase in the Shareholder's interests, could obtain or consolidate control of the Company and becomes obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the Shareholders, who have an interest in 5% or more of the issued share capital of the Company (based on the number of the Shares they held as at the Latest Practicable Date), before and after such repurchase would be as follows:

Name of Shareholder	Number of Shares/ Underlying Shares	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Marvel Bonus Holdings Limited ( <i>Note 1</i> )	562,490,000	24.39%	27.10%
Integrated Asset Management (Asia) Limited ( <i>Notes 1 and 2</i> )	562,490,000	24.39%	27.10%
Shanghai Assets (BVI) Limited ( <i>Notes 1 and 3</i> )	562,490,000	24.39%	27.10%
Mr. Yam Tak Cheung ( <i>Note 2</i> )	562,490,000	24.39%	27.10%
Mr. Ting Pang Wan, Raymond ( <i>Note 3</i> )	562,490,000	24.39%	27.10%

*Notes:*

1. Marvel Bonus Holdings Limited (“**Marvel Bonus**”) is owned as to 50% each by Integrated Asset Management (Asia) Limited (“**Integrated Asset**”) and Shanghai Assets (BVI) Limited (“**Shanghai Assets**”). Integrated Asset and Shanghai Assets were therefore deemed to be interested in 562,490,000 Shares held by Marvel Bonus.
2. Integrated Asset is in turn wholly and beneficially owned by Mr. Yam Tak Cheung (“**Mr. Yam**”). Mr. Yam was therefore deemed to be interested in the 562,490,000 Shares held by Marvel Bonus.
3. Shanghai Assets is in turn wholly and beneficially owned by Mr. Ting Pang Wan, Raymond (“**Mr. Ting**”). Mr. Ting was therefore deemed to be interested in the 562,490,000 Shares held by Marvel Bonus.

In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of these Shareholders in the Company would be increased as shown in the above table. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeover Code.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent as would give rise to an obligation to make a mandatory offer under the Rule 26 of the Takeover Code or result in the number of listed Shares which are in the hands of the public falling below the minimum prescribed public float requirement as required by the Stock Exchange.

## 7. SHARE REPURCHASES MADE BY THE COMPANY

No purchases of Shares have been made by the Company, whether on the GEM or otherwise, in the six months preceding the Latest Practicable Date.



**8. SHARE PRICES**

The highest and lowest prices at which the Shares have traded on the GEM during each of the twelve months preceding the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2009</b>		
August	0.175	0.113
September	0.155	0.100
October	0.435	0.128
November	0.270	0.185
December	0.215	0.138
<b>2010</b>		
January	0.175	0.106
February	0.245	0.113
March	0.247	0.184
April	0.295	0.190
May	0.310	0.197
June	0.215	0.183
July	0.195	0.149
August (up to and including the Latest Practicable Date)	0.169	0.145

**Ms. Etsuko Hoshiyama** (“**Ms. Hoshiyama**”), aged 49, has joined the Group since March 2000 and was appointed as an executive Director in July 2007. Ms. Hoshiyama is also Company Secretary of the Company and a director of AnyMusic Limited, an indirect wholly owned subsidiary of the Company. She is responsible for finance and business administration of the Group. Ms. Hoshiyama holds a Bachelor Degree of Law from Kwansei Gakuin University, Japan and a Master Degree of Laws in Taxation from University of Denver, the USA. She is a certified public accountant registered with the Hong Kong Institute of Certified Public Accountants and an associate member of the American Institution of Certified Public Accountants. Before joining the Group, Ms. Hoshiyama was a manager of PricewaterhouseCoopers in Hong Kong. She has approximately 19 years of experiences in the area of business administration, business development, and tax and business consulting.

Ms. Hoshiyama entered into a service agreement with the Company for a term of three years commencing on 25 July 2007 and it was renewed for a term of one year. She will be subject to retirement by rotation and re-election in accordance with the Bye-laws. Ms. Hoshiyama is entitled to receive an emolument of approximately HK\$960,000 per annum which has been determined by reference to her contribution towards the affairs of the Group, as well as the remuneration benchmark in the industry. Under the service agreement, Ms. Hoshiyama is entitled to a discretionary bonus. The Board shall determine, in its absolute discretion, the amount of the discretionary bonus payable to the executive Director.

Save as disclosed above, as at the Latest Practicable Date, Ms. Hoshiyama (i) does not have any relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold other positions with the Company and other members of the Group; and (iv) has not held any directorship in the last three years prior to his appointment in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

There is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of GEM Listing Rules nor are there any matters relating to Ms. Hoshiyama that need to be brought to the attention of the Shareholders.

**Mr. Chan Chi Ming, Alvin** (“**Mr. Chan**”), aged 41, was appointed as an executive Director in September 2009. Mr. Chan is also a director of subsidiaries of the Company including Rojam Entertainment Limited, Rojam Investment Limited and AnyMusic Limited. He has about 10 years’ regional asset management experience with management positions. He obtained a bachelor’s degree in science (mathematics and statistics) from University of Western Ontario in Canada in 1994. Mr. Chan received the Chartered Financial Analyst (CFA) designation in 2000.

Mr. Chan has entered into a service agreement with the Company for a term of one year and will be subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. Pursuant to the terms of his service agreement with the Company, Mr. Chan is entitled to receive an emolument of HK\$520,000 per annum which has been determined by the remuneration committee of the Company with reference to his duties and experience. Mr. Chan is also entitled to discretionary bonus pursuant to the terms of his service agreement with the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Chan (i) does not have any relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold other positions with the Company and other members of the Group; and (iv) has not held any directorship in the last three years prior to his appointment in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

There is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of GEM Listing Rules nor are there any matters relating to Mr. Chan that need to be brought to the attention of the Shareholders.

**Mr. Wong Kam Choi** (“**Mr. Wong**”), aged 44, was appointed as an independent non-executive Director in April 2010. Mr. Wong has over 10 years’ experience in design and printing industry. He is currently substantial shareholder and director of a design and printing company. Mr. Wong has also been dedicating to wide range of community services in Hong Kong and Southern China. He is a committee member and/or vice chairman of a number of non-profit organizations and government bodies including Sik Sik Yuen and the Chinese People’s Political Consultative Conference of Guangzhou, Liwan.

Mr. Wong has signed an appointment letter with the Company for a term of one year and will be subject to retirement by rotation and re-election at annual general meetings in accordance with the Bye-laws. Pursuant to the terms of his appointment letter with the Company, Mr. Wong is entitled to receive an emolument of HK\$10,000 per month which has been determined with reference to the prevailing market rate and his duties in the Company.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong (i) does not have any relationship with any directors, senior management, management shareholders, substantial shareholders, or controlling shareholders of the Company; (ii) does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); (iii) does not hold other positions with the Company and other members of the Group; and (iv) has not held any directorship in the last three years prior to his appointment in any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

There is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor are there any matters relating to Mr. Wong that need to be brought to the attention of the Shareholders.

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## NOTICE OF ANNUAL GENERAL MEETING

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**Stock Code: 8075**

*Website: [www.rojam.com](http://www.rojam.com)*

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Rojam Entertainment Holdings Limited (the “**Company**”) will be held at 23rd Floor, Sunshine Plaza, 353 Lockhart Road, Wanchai, Hong Kong on Thursday, 30 September 2010, at 10:30 a.m. for purpose of transacting the following businesses:

**Ordinary Business:**

- (1) To receive and adopt the audited accounts and the reports of the directors and auditors of the Company for the year ended 31 March 2010;
- (2) To re-elect the following directors of the Company and authorize the board of directors of the Company to determine their remuneration:
  - (i) Ms. Etsuko Hoshiyama,
  - (ii) Mr. Chan Chi Ming, Alvin,
  - (iii) Mr. Wong Kam Choi.
- (3) To re-appoint Messrs. RSM Nelson Wheeler as the auditors of the Company and authorize the board of directors to fix their remuneration; and

**Special Business:**

To consider and, if thought fit, pass (with or without modifications) the following ordinary resolutions:

- (4) “**THAT**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue, grant, distribute and otherwise deal with additional Shares (as defined below) and to make, issue or grant offers, agreements, options, warrants and other securities which will or might require Shares to be allotted, issued, granted, distributed or otherwise deal with during or after the end of the Relevant Period, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorization given to the directors of the Company and shall authorize the directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise such powers after the end of Relevant Period;
- (c) the aggregate nominal amount of share capital allotted, issued, granted, distributed or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued, granted, distributed or otherwise dealt with (whether pursuant to an option, conversion 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) any option scheme or similar arrangement for the time being adopted for the grant or issue to the executive directors, officers and/or employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or
  - (iii) the exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible in to Shares; or
  - (iv) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws of the Company

shall not exceed the aggregate of:

- (aa) 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution and
- (bb) (if the directors of the Company are so authorised by a separate resolution of the shareholders of the Company) the aggregate nominal amount of share capital of the Company purchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this resolution),

the said approval shall be limited accordingly; and

- (d) for the purpose of this resolution:

“**Relevant Period**” means the period from (and including) the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 laws of Bermuda to be held; and
- (iii) the passing of any ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

**“Rights Issue”** means the allotment, issue of shares or other securities of the Company which would or might require shares or securities of the Company to be allotted and issued pursuant to an offer made to all shareholders of the Company (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient including those in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong); and

**“Shares”** means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

(5) **“THAT**

- (a) the directors of the Company be granted an unconditional mandate to exercise all powers of the Company during the Relevant Period (as defined below) to purchase on the Growth Enterprise Market or the Main Board or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission in Hong Kong and The Stock Exchange of Hong Kong Limited for this purpose such number of Shares as will represent up to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of this resolution; and
- (b) for the purpose of this resolution:

**“Relevant Period”** means the period from (and including) 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 bye-laws of the Company or any applicable laws of Bermuda to be held; and
- (iii) the passing of any ordinary resolution of the shareholders of the Company in general meeting revoking, varying or renewing the authority given to the directors of the Company by this resolution; and

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Shares**” means shares of all classes in the capital of the Company and warrants and other securities which carry a right to subscribe or purchase shares in the Company.”

(6) “**THAT**

conditional on the passing of Resolutions 4 and 5, the exercise by the directors of the Company of the powers referred to in paragraph (a) of Resolution 4 in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of Resolution 4, be and is hereby approved and authorized.”

By order of the Board  
**ROJAM ENTERTAINMENT HOLDINGS LIMITED**  
**Etsuko Hoshiyama**  
*Company Secretary*

Hong Kong, 30 August 2010

*The board of directors comprises three executive directors, namely Ms. Etsuko Hoshiyama, Mr. Chan Chi Ming, Alvin and Mr. Luk Hong Man, Hammond; and four independent non-executive directors, namely Mr. Chan Chi Yuen, Mr. Zhang Xi, Mr. Yeung Wai Hung, Peter and Mr. Wong Kam Choi.*

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal place of business:*  
23rd Floor  
Sunshine Plaza  
353 Lockhart Road  
Wanchai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend the meeting and vote on his behalf. A proxy need not be a member of the Company but must attend the meeting in person to represent the member of the Company.
2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Rooms 1806-1807, 18th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, in accordance with the instructions printed thereon not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. The completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting if he so wish. In that event, his form of proxy will be deemed to have been revoked.