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## **Rojam Entertainment Holdings Limited**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 8075)**

### **FORMATION OF INDEPENDENT BOARD COMMITTEE AND APPOINTMENT OF INDEPENDENT FINANCIAL ADVISER**

The Company announces that Independent Board Committee has been formed to advise the Independent Shareholders, the holders of the Option, the Share Options and the Existing Convertible Bond in respect of the Possible Offer. Pursuant to the Rule 2.1 of Takeovers Code, Hercules Capital Limited has been appointed as the independent financial adviser to the Independent Board Committee in respect of the Possible Offer.

Reference is made to the announcement jointly issued by the Company, Perfect Sky Holdings Limited (“**Perfect Sky**”) and eSun Holdings Limited dated 31 March 2011 in relation to, among the other things, the possible unconditional mandatory cash offer by The Hongkong and Shanghai Banking Corporation Limited on behalf of Perfect Sky to acquire all the shares in the Company (other than those already owned or agreed to be acquired by Perfect Sky and the parties acting in concert with it), acquire the Option, cancel the Share Options and acquire the Existing Convertible Bond (“**Joint Announcement**”). Capitalised terms used in this announcement shall have the same meanings as those defined in the Joint Announcement unless otherwise specified.

An Independent Board Committee, comprising all the independent non-executive directors of the Company, namely Mr. Chan Chi Yuen, Mr. Zhang Xi, Mr. Yeung Wai Hung, Peter and Mr. Wong Kam Choi, has been established to advise the Independent Shareholders, the holders of the Option, the Share Options and the Existing Convertible Bond in respect of the Possible Offer.

Pursuant to Rule 2.1 of the Takeovers Code, Hercules Capital Limited has been appointed as the independent financial adviser (the “**IFA**”) to advise the Independent Board Committee in respect of the Possible Offer. Hercules Capital Limited is a corporation licensed to conduct type 6 (advising on corporate finance) regulated activities under the SFO.

The Independent Board Committee has approved the appointment of Hercules Capital Limited as the IFA in relation to the Possible Offer.

**WARNING:**

**THE POSSIBLE OFFER WILL ONLY BE MADE IF THE FIRST COMPLETION TAKES PLACE. THE FIRST COMPLETION IS SUBJECT TO THE FULFILMENT OF THE FIRST COMPLETION CONDITIONS. THEREFORE, THE FIRST COMPLETION MAY OR MAY NOT TAKE PLACE AND THE POSSIBLE OFFER MAY OR MAY NOT BE MADE AND SHAREHOLDERS AND/OR POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE CAUTION WHEN DEALING IN THE SHARES.**

By order of the Board  
**Rojam Entertainment Holdings Limited**  
**Chan Chi Ming, Alvin**  
*Executive Director*

Hong Kong, 12 April 2011

*As at the date of this announcement, the Board comprises three executive Directors, namely Mr. Chan Chi Ming, Alvin, Mr. Luk Hong Man, Hammond and Ms. Etsuko Hoshiyama; and four independent non-executive Directors, namely Mr. Chan Chi Yuen, Mr. Zhang Xi, Mr. Yeung Wai Hung, Peter and Mr. Wong Kam Choi.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this announcement 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 in this announcement misleading.*

*All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*

*This announcement 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).*