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**Stock Code: 8075**  
**Website: [www.rojam.com](http://www.rojam.com)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting of Rojam Entertainment Holdings Limited (the "**Company**") will be held at Unit 501, 5th Floor, Lucky Building, 39 Wellington Street, Central, Hong Kong on Thursday, 19 November 2009, at 11:00 a.m. to consider and, if thought fit, pass, with or without amendments, the following resolutions as resolutions of the Company:

### **SPECIAL RESOLUTIONS**

I. **"THAT:**

- (a) subject to all necessary governmental and regulatory consents and approval, the change of the domicile of the Company (the "**Change of Domicile**") from the Cayman Islands to Bermuda by way of de-registration as a company under the laws of the Cayman Islands and continuation of the Company as an exempted company under the laws of Bermuda be and is hereby approved and that the directors of the Company (the "**Director(s)**") be and are hereby authorised to do all such acts and things and execute all documents they consider necessary or expedient to give effect to the Change of Domicile;
- (b) the memorandum of continuance, a copy of which has been produced to the meeting marked "A" and initialed by the chairman (the "**Chairman**") of EGM for the purpose of identification, be and is hereby adopted in substitution for the memorandum of association of the Company, effective from the date that the memorandum of continuance is approved and registered by the Registrar of Companies in Bermuda;
- (c) conditional upon the continuance of the Company into Bermuda as an exempted company under the laws of Bermuda, the bye-laws of the Company, a copy of which has been produced to the meeting marked "B" and initialed by the Chairman for the purpose of identification, be and is hereby adopted in substitution for the articles of association of the Company, effective from the date that the memorandum of continuance is registered by the Registrar of Companies in Bermuda;

- (d) conditional upon the continuance of the Company into Bermuda as an exempted company under the laws of Bermuda, the maximum number of Directors shall, for the time being, be fixed at 20; and
  - (e) the Directors be and are hereby authorised to undertake all such acts and things and execute all documents they consider necessary or expedient to give effect of the Change of Domicile.”
2. **“THAT** subject to the passing of special resolution numbered 1 above and conditional upon the Change of Domicile becoming effective and the GEM Listing Committee granting the listing of, and permission to deal in, the New Shares (defined below) arising from the Capital Reduction (defined below) and the Share Subdivision (defined below), with effect from the 19th day (if it is not a business day, the immediately following business day) after the effective date of the Change of Domicile:
- (a) the par value of each of the issued shares (the **“Shares”**) of the Company be and is hereby reduced from HK\$0.10 each to HK\$0.01 each by canceling the capital paid-up thereon to the extent of HK\$0.09 on each issued Share (each such reduced share, a **“New Share”**) in the share capital of the Company (the **“Capital Reduction”**);
  - (b) each of the authorised but unissued Shares be and is hereby sub-divided into ten New Shares of HK\$0.01 each (the **“Share Subdivision”**);
  - (c) the credits arising from the Capital Reduction be transferred to the contributed surplus account of the Company and the Directors be and are hereby authorised to use the amount then standing to the credit of the contributed surplus account of the Company in any manner as may be permitted under the bye-laws of the Company and all applicable laws, including without limitation the eliminating or setting off the accumulated losses of the Company from time to time; and
  - (d) the Directors be and are hereby authorised to do all such acts and things and execute all documents they consider necessary or expedient to give effect to the capital reorganisation of the Company mentioned above involving the Capital Reduction and the Share Subdivision.”

## **ORDINARY RESOLUTIONS**

3. **“THAT**
- (a) subject to and conditional upon the GEM Listing Committee of the Stock Exchange granting the listing of and permission to deal in the shares to be issued pursuant to the exercise of any options granted under the share option scheme of the Company (the **“Share Option Scheme”**), a copy of which marked “C” is produced to the meeting and for the purposes of identification signed by the Chairman thereof, the Share Option Scheme be and is hereby approved and adopted and the directors of the Company be and is hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Share Option Scheme including but without limitation:

- (i) to administer the Share Option Scheme under which options will be granted to participants eligible under the Share Option Scheme to subscribe for shares of the Company;
- (ii) to modify and/or amend the Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Scheme relating to modification and/or amendment;
- (iii) to issue and allot from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of the options under the Share Option Scheme provided always that the total number of shares subject to the Share Option Scheme, when aggregated with any shares subject to any other share option schemes, shall not exceed 10% of the relevant class of the issued share capital of the Company as at the date of passing this resolution, but the Company may seek approval of its shareholders in general meeting for refreshing the 10% limit under the Share Option Scheme and the maximum number of shares which may be issued upon exercise of all outstanding options granted under the Share Option Scheme and any other share option schemes of the Company in issue shall not exceed 30% of the relevant class of the issued share capital of the Company from time to time;
- (iv) to make applications at the appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued shares of the Company may then be listed, for listing of and permission to deal in any shares which may hereafter from time to time be issued and allotted pursuant to the exercise of the options under the Share Option Scheme; and
- (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the Share Option Scheme.”

4. **“THAT**

Mr. Chan Chi Yuen be and is hereby re-elected as a Director and the board of Directors be and is hereby authorised to determine his remuneration.”

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

Hong Kong, 27 October 2009

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Cayman Islands

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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.
3. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the board of directors comprises three executive directors, namely Ms. Etsuko Hoshiyama, Mr. Chan Chi Ming, Alvin and Mr. Luk Hong Man, Hammond; and two independent non-executive directors, namely Mr. Zhang Xi and Mr. Chan Chi Yuen.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website on the "Latest Company Announcements" page for at least 7 days after its posting and the website of the Company at [www.rojam.com](http://www.rojam.com).*