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**MARVEL BONUS HOLDINGS LIMITED**

*(Incorporated in the British Virgin Islands  
with limited liability)*



**(Stock code: 8075)**

**JOINT ANNOUNCEMENT**

**(1) CLOSE OF MANDATORY UNCONDITIONAL CASH OFFER BY  
OPTIMA CAPITAL LIMITED  
ON BEHALF OF  
MARVEL BONUS HOLDINGS LIMITED  
FOR ALL THE ISSUED SHARES IN  
ROJAM ENTERTAINMENT HOLDINGS LIMITED  
(OTHER THAN THOSE ALREADY OWNED  
OR AGREED TO BE ACQUIRED BY  
MARVEL BONUS HOLDINGS LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT)**

**AND**

**(2) CHANGE OF DIRECTORS, CHAIRMAN,  
CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER,  
COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE**

**Financial adviser to Marvel Bonus Holdings Limited**



**Optima Capital Limited**

**CLOSE OF THE OFFER AND LEVEL OF ACCEPTANCE**

The Offer made by Optima Capital on behalf of the Offeror was closed on Tuesday, 29 September 2009.

As at 4:00 p.m. on 29 September 2009, being the latest time and date for acceptance of the Offer, the Offeror received four valid acceptances of the Offer in respect of 2,225,251 Shares, representing approximately 0.1155% of the total issued Shares and voting rights of the Company. Taking into account the aforesaid acceptance and the Sale Shares, the Offeror and parties acting in concert with it become interested in a total of 1,234,715,251 Shares, representing approximately 64.10% of the issued share capital of the Company as at the date of this joint announcement.

Upon the close of the Offer, 691,399,152 Shares, representing approximately 35.90% of the issued share capital and voting rights of the Company, remain to be held by public Shareholders who are independent of the directors, chief executive or substantial shareholder of the Company or its subsidiaries or any of their respective associates (as defined in the GEM Listing Rules). Accordingly, the Company has continued to comply with the public float requirement under Rule 11.23 of the GEM Listing Rules.

### **CHANGE OF DIRECTORS, CHAIRMAN, CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE**

The Board announces that after the close of the Offer, (i) Mr. Hidenori Nakai resigned as an executive Director and the chairman of the Board; (ii) Mr. Wang Kefei resigned as an executive Director, the chief executive officer, authorised representative and compliance officer of the Company; (iii) Mr. Etsuro Tojo resigned as an executive Director and the chief operating officer of the Company; (iv) Mr. Takeyasu Hashizume resigned as an executive Director; and (v) Mr. Hiroshige Tonomura resigned as an executive Director, all with effect from 29 September 2009.

With effect from 29 September 2009, (i) Mr. Luk Hong Man, Hammond has been appointed as the compliance officer of the Company; and (ii) Mr. Chan Chi Ming, Alvin has been appointed as the authorised representative of the Company.

Reference is made to the offer document dated 1 September 2009 issued by the Offeror (the "Offer Document") and the response document dated 15 September 2009 issued by the Company in connection with the Offer. Unless otherwise stated in this joint announcement, terms used herein shall have the same meanings as those defined in the Offer Document.

### **CLOSE OF THE OFFER AND LEVEL OF ACCEPTANCE**

The Offer made by Optima Capital on behalf of the Offeror was closed on Tuesday, 29 September 2009. As at 4:00 p.m. on 29 September 2009, being the latest time and date for acceptance of the Offer, the Offeror received four valid acceptances of the Offer in respect of 2,225,251 Shares, representing approximately 0.1155% of the total issued Shares and voting rights of the Company.

### **SHAREHOLDING STRUCTURE OF THE COMPANY**

Immediately prior to the date of the Joint Announcement, being 11 August 2009, neither the Offeror nor any of the parties acting in concert with it had any interests in the share capital or voting rights of the Company. Upon Completion, the Offeror and parties acting in concert with it have become interested in a total of 1,232,490,000 Shares (representing approximately 63.99% of the issued share capital of the Company), being the Sale Shares acquired by the Offeror from the Vendors pursuant to the Agreement which was completed on 21 August 2009. Apart from the Sale Shares and the Offer Shares tendered under the Offer, neither the Offeror nor parties acting in concert with it had acquired or agreed to acquire any beneficial interests in any securities of the Company during the Offer Period. The Offeror and parties acting in concert with it had not borrowed or lent any relevant securities (as defined in the Takeovers Code) of the Company during the Offer Period.

Taking into account of the Sale Shares and the aforesaid valid acceptances of the Offer in respect of 2,225,251 Shares (representing approximately 0.1155% of the total issued Shares and voting rights of the Company) received under the Offer, the Offeror and parties acting in concert with it are interested in 1,234,715,251 Shares, representing approximately 64.10% of the issued share capital of the Company as at the date of this joint announcement. Excluding the Shares held by the Offeror and parties acting in concert with it, there are a total of 691,399,152 Shares, representing approximately 35.90% of the issued share capital and voting rights of the Company, held by public Shareholders who are independent of the directors, chief executive or substantial shareholder of the Company or its subsidiaries or any of their respective associates (as defined in the GEM Listing Rules). Accordingly, the Company continues to comply with the public float requirement under Rule 11.23 of the GEM Listing Rules.

## **CHANGE OF DIRECTORS, CHAIRMAN, CHIEF EXECUTIVE OFFICER, CHIEF OPERATING OFFICER, COMPLIANCE OFFICER AND AUTHORISED REPRESENTATIVE**

The Board announces that after the close of the Offer, (i) Mr. Hidenori Nakai resigned as an executive Director and the chairman of the Board; (ii) Mr. Wang Kefei resigned as an executive Director, the chief executive officer, authorised representative and compliance officer of the Company; (iii) Mr. Etsuro Tojo resigned as an executive Director and the chief operating officer of the Company; (iv) Mr. Takeyasu Hashizume resigned as an executive Director; and (v) Mr. Hiroshige Tonomura resigned as an executive Director (collectively, the “Resigning Directors”), all with effect from 29 September 2009.

All the Resigning Directors have confirmed that (i) they had no disagreement with the Board; and (ii) there is no matter relating to their resignation that needs to be brought to the attention of the Shareholders.

The Board wishes to express its sincere gratitude to all the Resigning Directors for their valuable contribution to the Company during their tenure of office.

The Board is also pleased to announce that with effect from 29 September 2009, (i) Mr. Luk Hong Man, Hammond has been appointed as the compliance officer of the Company; and (ii) Mr. Chan Chi Ming, Alvin has been appointed as the authorised representative of the Company.

By order of the board of directors of  
**Marvel Bonus Holdings Limited**  
**Ting Pang Wan, Raymond**  
*Director*

By order of the Board  
**Rojam Entertainment Holdings Limited**  
**Etsuko Hoshiyama**  
*Company Secretary*

Hong Kong, 29 September 2009

*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 four independent non-executive directors, namely Mr. Seiichi Nakaoda, Mr. Kwong Pui Kei, Mr. Chan Hing Keung, Wilson and Mr. Zhang Xi.*

*As at the date of this joint announcement, the directors of the Offeror are Mr. Ting Pang Wan, Raymond and Mr. Yam Tak Cheung.*

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

*The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than the information relating to the Group, the Vendors and parties acting in concert with them), and confirm, having made all reasonable enquires, that to the best of their knowledge, opinions expressed in this joint announcement have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement contained in this joint 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).*