

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, 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 joint announcement.

MARVEL BONUS HOLDINGS LIMITED

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



(Stock code: 8075)

JOINT ANNOUNCEMENT

**(1) COMPLETION OF THE AGREEMENT IN RELATION TO
THE SALE AND PURCHASE OF SHARES IN
ROJAM ENTERTAINMENT HOLDINGS LIMITED;**

AND

**(2) 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)**

The Offeror and the Board are pleased to announce that all the conditions precedent to the Agreement have been fulfilled and Completion took place on 21 August 2009. As a result of the acquisition of the Sale Shares and upon Completion, the Offeror and parties acting in concert with it become interested in 1,232,490,000 Shares, representing approximately 63.99% of the issued share capital of the Company. The Offeror is required to make a mandatory unconditional general offer in cash for all the issued Shares other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it pursuant to Rule 26.1 of the Takeovers Code. Optima Capital will make such mandatory unconditional general offer in cash on behalf of the Offeror.

As disclosed in the Joint Announcement, it was the intention of the Offeror and the Board that the offer document will be combined with the Company's offeree board circular in response to the Offer (the "Response Document") and the composite offer and response document would be despatched to the Shareholders within 21 days from the date of the Joint Announcement, i.e. 1 September 2009. As additional time is required for the Directors to review and the Company to finalise the Response Document, the Company and the Offeror agreed that the offer document and the Response Document will be separately despatched to the Shareholders. The offer document containing, among other things, (i) the letter from Optima Capital containing details of the terms of the Offer; (ii) the procedures for acceptance and transfer of the Offer Shares; and (iii) other information of the Offeror, together with the form of acceptance and transfer for the Offer, are expected to be despatched to the Shareholders on 1 September 2009. Pursuant to Rule 8.4 of the Takeovers Code, unless the Executive's consent is obtained, the Company should send to the Shareholders the Response Document within 14 days of the posting of the offer document, that is, by Tuesday, 15 September 2009. Further announcement will be made by the Offeror and the Company regarding the despatch of the offer document and the Response Document in due course.

Reference is made to the announcement jointly issued by Marvel Bonus Holdings Limited and Rojam Entertainment Holdings Limited dated 11 August 2009 (the "**Joint Announcement**") in relation to the conditional agreement relating to the sale and purchase of shares in Rojam Entertainment Holdings Limited. Terms used herein shall have the same meanings as defined in the Joint Announcement unless the context otherwise requires.

COMPLETION OF THE AGREEMENT

The Offeror and the Board are pleased to announce that all the conditions precedent to the Agreement have been fulfilled and Completion took place on 21 August 2009. Prior to Completion, 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. As a result of the acquisition of the Sale Shares and upon Completion, the Offeror and parties acting in concert with it become interested in 1,232,490,000 Shares, representing approximately 63.99% of the issued share capital of the Company.

SHAREHOLDING STRUCTURE

Set out below is a table showing the shareholding structure of the Company (i) immediately before Completion; and (ii) immediately after Completion and as at the date of this joint announcement:

	Immediately before Completion		Immediately after Completion and as at the date of this joint announcement	
	Number of Shares	Approximate %	Number of Shares	Approximate %
The Offeror and parties acting in concert with it	–	–	1,232,490,000	63.99
Mr. Takeyasu Hashizume (Note)	6,658,000	0.35	6,658,000	0.35
Yoshimoto	866,522,167	44.99	96,306,167	5.00
Faith	558,574,000	29.00	96,300,000	5.00
Public Shareholders	494,360,236	25.66	494,360,236	25.66
Total Public Shareholders	<u>494,360,236</u>	<u>25.66</u>	<u>686,966,403</u>	<u>35.66</u>
Total	<u>1,926,114,403</u>	<u>100.00</u>	<u>1,926,114,403</u>	<u>100.00</u>

Note: Mr. Takeyasu Hashizume is an executive Director as at the date of this joint announcement.

MANDATORY UNCONDITIONAL CASH OFFER

As a result of Completion, the Offeror is required to make a mandatory unconditional general offer in cash for all the issued Shares other than those already owned or agreed to be acquired by the Offeror and parties acting in concert with it pursuant to Rule 26.1 of the Takeovers Code. Optima Capital will make such mandatory unconditional general offer in cash on behalf of the Offeror.

As disclosed in the Joint Announcement, it was the intention of the Offeror and the Board that the offer document will be combined with the Company's offeree board circular in response to the Offer (the "Response Document") and the composite offer and response document would be despatched to the Shareholders within 21 days from the date of the Joint Announcement, i.e. 1 September 2009. As additional time is required for the Directors to review and the Company to finalise the Response Document, the Company and the Offeror agreed that the offer document and the Response Document will be separately despatched to the Shareholders. The offer document containing, among other things, (i) the letter from Optima Capital containing

details of the terms of the Offer; (ii) the procedures for acceptance and transfer of the Offer Shares; and (iii) other information of the Offeror, together with the form of acceptance and transfer for the Offer, are expected to be despatched to the Shareholders on 1 September 2009. Pursuant to Rule 8.4 of the Takeovers Code, unless the Executive's consent is obtained, the Company should send to the Shareholders the Response Document within 14 days of the posting of the offer document, that is, by Tuesday, 15 September 2009. Further announcement will be made by the Offeror and the Company regarding the despatch of the offer document and the Response Document in due course.

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, 21 August 2009

As at the date of this joint announcement, the Board comprises six executive Directors, namely Mr. Hidenori Nakai, Mr. Wang Kefei, Mr. Etsuro Tojo, Mr. Takeyasu Hashizume, Ms. Etsuko Hoshiyama, and Mr. Hiroshige Tonomura; and three independent non-executive Directors, namely Mr. Seiichi Nakaoda, Mr. Kwong Pui Kei and Mr. Chan Hing Keung, Wilson.

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 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.