



**Stock code: 8075**

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

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Rojam Entertainment Holdings Limited (the "**Company**") will be held at Unit 2403, 24th Floor, Tower 2, 89 Queensway, Hong Kong on Friday, 28 September 2007, at 10:00 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 2007;
- (2) To re-elect the following directors of the Company and authorize the board of directors to determine their remuneration:
  - (i) Mr. Seiichi Nakaoda;
  - (ii) Ms. Etsuko Hoshiyama;
  - (iii) Mr. Etsuro Tojo; and
  - (iv) Ms. Cheng Kit Sum Clara
- (3) To re-appoint Messrs. PricewaterhouseCoopers as the auditor 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 (b) 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;

- (b) 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 articles of association 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

- (c) 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands 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 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 articles of association of the Company or any applicable laws of Cayman Islands 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

**“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 (b) 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, 4 September 2007

*The board of directors comprises six executive directors, namely Mr. Takeyasu Hashizume, Mr. Tetsuo Mori, Ms. Etsuko Hoshiyama, Mr. Etsuro Tojo, Ms. Cheng Kit Sum Clara and Mr. Hiroshi Osaki; and three independent non-executive directors, namely Mr. Seiichi Nakaoda, Mr. Kwong Pui Kei and Mr. Law Kar Ping.*

*Registered Office  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands*

*Principal place of business  
Unit 2403  
24th Floor, Tower 2  
Lippo Centre  
89 Queensway  
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. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the 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 holder(s), and 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.*

*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 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 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).*