



**Stock code: 8075**

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

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Rojam Entertainment Holdings Limited (the "**Company**") will be held at Unit 2403, 24th Floor, Tower 2, Lippo Centre, 89 Queensway, Hong Kong on Saturday, 31 March 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolution which will be proposed as an ordinary resolution:–

### **ORDINARY RESOLUTION**

**“THAT** the conditional sale and purchase agreement dated 30 January 2007 entered into between the Company and Fandango, Inc. (the "**Sale and Purchase Agreement**", a copy of which marked "A" has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification) as described in the circular to the shareholders of the Company dated 15 March 2007 (the "**Circular**") and the transactions contemplated under or in connection with the Sale and Purchase Agreement, including but not limited to:–

- (a) the sale by the Company of its (i) 3 registered shares of US\$1 each in the capital of Fandango U.S.A., Inc. and (ii) 20 issued shares in the capital of R and C Ltd. to Fandango, Inc., and
- (b) the assignment by the Company to Fandango, Inc. of (i) the amounts due to the Company by R and C Ltd. under the Intercompany Loan Agreement and (ii) certain accounts payable to the Company from R and C Ltd. and Fandango U.S.A., Inc.,

be and are hereby approved, **THAT** the execution of the Sale and Purchase Agreement be and is hereby approved, ratified and confirmed, and **THAT** any director of the Company be and is hereby authorised to take such action, do such things and execute such further documents or deeds as the director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the implementation of the Sale and Purchase Agreement and to make and agree on such variation of a nonmaterial nature in terms of the Sale and Purchase Agreement as the director may at his absolute discretion consider to be desirable and in the interests of the Company."

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

Hong Kong, 15 March 2007

*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 Extraordinary General 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, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, must be deposited with the Hong Kong branch share registrar of the Company, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon by not less than 48 hours before the time of the meeting or any adjournment thereof.
- (3) Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting should he so wish. In that event, his form of proxy will be deemed to have been revoked.
- (4) 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 were solely entitled thereto, but if more than one of such joint holders be present at any 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.

*As at the date of this announcement, the Board comprises six executive Directors, namely Mr. Takeyasu Hashizume, Mr. Tetsuo Mori, Mr. Osamu Nagashima, Mr. Mitsuo Sakauchi, Mr. Yukitsugu Shimizu and Mr. Hiroshi Osaki; and three independent non-executive Directors, namely Mr. Seiichi Nakaoda, Mr. Kwong Pui Kei and Mr. Law Kar Ping.*

*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).*