



Stock code: 8075

Website: 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, Lippo Centre, 89 Queensway, Hong Kong on Friday, 15 September 2006, 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 2006;
- (2) To re-elect the following retiring directors of the Company and authorize the board of directors to determine their remuneration:
 - (i) Mr. Tetsuo Mori;
 - (ii) Mr. Hiroshi Osaki; and
 - (iii) Mr. Yukitsugu Shimizu;
- (3) To re-appoint Messrs. PricewaterhouseCoopers as the auditors 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 the Main Board 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, 23 August 2006

The board of directors 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.

Registered Office
Century Yard
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Hutchins Drive
P.O. Box 2681GT
George Town
Grand Cayman
British West Indies

Principal place of business
Unit 2403
24th Floor, Tower 2
Lippo Centre
89 Queensway
Hong Kong

Notes:

1. A member 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 instead of him/her. 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 notarially certified copy of such power of attorney or other authority must be deposited with the Company's Hong Kong Branch Share Registrar, Computershare Hong Kong Investor Services Limited at 46th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong 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/she so wish, in that event, his/her 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/she 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.