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This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited 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.



ANNOUNCEMENT ENTERING INTO OF A SUPPLEMENTAL AGREEMENT AND EXTENSION OF TIME FOR COMPLETION

The Company and Yoshimoto entered into a supplemental agreement on 29 July 2002 pursuant to which the Share Agreement was amended by the addition of a new condition to completion of the Share Agreement and the extension of the time for the conditions precedent of the Share Agreement to be fulfilled, or waived by Yoshimoto, to 5:00 p.m. on 30 September 2002.

Reference is made to the announcement of Rojam Entertainment Holdings Limited (the "Company") dated 20 June 2002 (the "Announcement") in respect of the acquisition of 80% of the issued share capital of Yoshimoto Music Holdings, Inc., (the "R&C Acquisition"). Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Announcement.

The Board would like to announce that on 29 July 2002, the Company and Yoshimoto entered into a supplemental agreement pursuant to which the Share Agreement was amended as follows:—

- (a) in addition to the four Conditions stated in the Announcement, Completion shall also be subject to and conditional upon the passing of resolutions by Shareholders (other than those prohibited from voting under the GEM Rules) at an extraordinary general meeting of the Company to approve the maximum annual aggregate values of the connected transactions (as defined under the GEM Rules) which will occur upon Completion between (i) the Group and R&C in respect of music production services to be provided by the Group to R&C and (ii) R&C and Yoshimoto in respect of performance in R&C's audio and audio-visual recordings by artists under the management of Yoshimoto respectively, for the three financial years ending 31 March, 2005 on terms and conditions agreed between the parties and approved by the Stock Exchange; and

- (b) unless the parties shall otherwise agree, the latest time for the conditions precedent of the Share Agreement (including the additional condition referred to in (a) above) to be fulfilled, or waived by Yoshimoto, has been extended from 5:00 p.m. on 16 August 2002 to 5:00 p.m. on 30 September 2002.

As stated in the Announcement, the Company has been negotiating the terms of certain existing and anticipated transactions that will be considered as continuing connected transactions after completion of the R&C Acquisition. In accordance with Chapter 20 of the GEM Rules, these possible continuing connected transactions will be subject to requirements such as disclosure, announcement and shareholders' approval. Taking into account issues concerning compliance with the GEM Rules and the significance of the transactions relating to music production and artist performance to the Company in light of the envisaged synergistic benefits from the R&C Acquisition as disclosed in the Announcement, the Directors believe that it is in the interest of the Shareholders that completion of the Share Agreement be postponed to accommodate the shareholders' approval process for the possible continuing connected transactions and the Completion be made conditional upon the Shareholders' approval of those transactions as described in amendment (a) above. Further details of the connected transactions will be announced in due course.

In light of the above, the Company and Yoshimoto have agreed to extend the time for the conditions precedent of the Share Agreement to be fulfilled, or waived by Yoshimoto, to 5:00 p.m. on 30 September 2002.

By order of the Board
Etsuko Hoshiyama
Company Secretary

Hong Kong, 29 July 2002

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.