

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the first annual general meeting (the “Annual General Meeting”) of the shareholders of Rojam Entertainment Holdings Limited (the “Company”) will be held at Suite 1502, 15/F., Cheung Kong Center, 2 Queen’s Road Central, Hong Kong on Thursday, 26th July, 2001 at 9:30 a.m. for the following purposes:–

1. to receive and consider the audited financial statements and the reports of the directors of the Company and auditors for the year ended 31st March, 2001;
2. to re-elect retiring directors and to authorise the board of directors of the Company to fix the directors’ remuneration;
3. to re-appoint auditors and to authorise the board of directors of the Company to fix their remuneration;
4. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph 4(c) 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 and deal with additional shares in the share capital of the Company (“Shares”) or securities convertible into Shares or to make offers or agreements or grant options including warrants which would or might require Shares to be allotted and issued be generally and unconditionally approved;
- (b) the Directors of the Company be authorised to make offers or agreements or grant options during the Relevant Period which would or might require Shares to be allotted and issued either during or after the end of the Relevant Period pursuant to paragraph 4(a) above;
- (c) the aggregate amount of the Shares allotted or agreed to be allotted by the directors of the Company pursuant to the approvals in paragraphs 4(a) and (b) above, otherwise than pursuant to:
 - (i) a rights issue (as defined below);
 - (ii) an issue of Shares in lieu of the whole or part of the dividend on Shares in accordance with the articles of association of the Company; or

- (iii) an exercise of rights of subscription or conversion under terms of any warrants issued by the Company or any securities which are convertible into Shares;
- (iv) the exercise of options granted or may be granted under the share option scheme of the Company conditionally adopted on 21st May, 2001 or any other share 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
- (v) the exercise of options granted pursuant to the Pre-IPO Grant of Options as approved by the shareholders of the Company in a general meeting held on 21st May, 2001,

shall not exceed 20 per cent. of the amount of the share capital of the Company in issue at the date of passing of this resolution; and

- (d) for the purpose of this resolution:

“Pre-IPO Grant of Options” shall have the same meaning as defined in the prospectus dated 24th May, 2001 issued by the Company;

“Relevant Period” means the period from 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 following the passing of this resolution;
- (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; or
- (iii) the passing of an 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 or 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).”

5. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) the directors of the Company be granted an unconditional mandate to exercise all powers of the Company to purchase on the Growth Enterprise Market (“GEM”) 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 of the Company as will represent up to 10 per cent. of the amount of the share capital of the Company in issue at the date of passing of this resolution during the Approved Period (as defined below) in accordance with the Rules Governing the Listing of Securities on GEM (as amended from time to time); and
- (b) for the purpose of this resolution:

“Approved Period” means the period from 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 following the passing of this resolution;
- (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; or
- (iii) the passing of an 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.”

6. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT the general unconditional mandate mentioned in Ordinary Resolution No. 4 as set out in the Notice convening this Meeting be extended by the addition to the aggregate amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate of the amount of the share capital of the Company purchased by the Company pursuant to the mandate to repurchase shares referred to in Ordinary Resolution No. 5 as set out in the Notice convening this Meeting provided that such extended amount shall not exceed 10 per cent. of the aggregate amount of the share capital of the Company in issue at the date of passing of this resolution.”

7. to consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT the number of shares of the Company in respect of which options may be granted under the share option scheme or any other 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 of the Company be renewed to an aggregate of 10% of the entire share capital of the Company in issue on the date of the passing of this resolution.”

By Order of the Board
Chan Ying Chun
Company Secretary

Hong Kong, 29th June, 2001

Registered office:

Zephyr House,
Mary Street,
P.O. Box 2681,
George Town, Grand Cayman
Cayman Islands

Head office and principal place of business in Hong Kong:

Suite 1502, 15th Floor,
Cheung Kong Center,
2 Queen’s Road Central,
Hong Kong

Notes:

- (1) A member of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority must be deposited with the Hong Kong branch share registrar of the Company, Central Registration Hong Kong Limited at Rooms 1901-5, 19/F., Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof.
- (3) An explanatory statement containing further details regarding Ordinary Resolution No. 5 above as required by the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited will be dispatched to the members of the Company together with the Company’s annual report for the year ended 31st March, 2001.