

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Rojam Entertainment Holdings Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 8075)

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 Gloucester Room II, 3rd Floor, The Excelsior, Hong Kong, 281 Gloucester Road, Causeway Bay, Hong Kong on Saturday, 20 August 2011, at 10:00 a.m. for the purpose of transacting the following businesses:

Ordinary Business:

- (1) To consider and receive the audited financial statements of the Company and the reports of the directors and the independent auditors of the Company for the year ended 31 March 2011;
- (2) To re-elect the following directors of the Company (the “**Directors**”) and authorise the board of Directors to fix their remuneration:
 - (i) Dr. Lam Kin Ngok, Peter,
 - (ii) Mr. Yu Feng,
 - (iii) Mr. Lui Siu Tsuen, Richard,
 - (iv) Mr. Chan Chi Kwong,
 - (v) Mr. Zhang Xi, and
 - (vi) Mr. Chan Chi Yuen;
- (3) To appoint Messrs. Ernst & Young, Certified Public Accountants as the independent auditors of the Company and authorise the board of Directors to fix their remuneration;

Special Business:

To consider and, if thought fit, pass (with or without modifications) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(4) “THAT

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to issue, allot and deal with additional ordinary shares of HK\$0.01 each in the capital of the Company (the “**Shares**”) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorisation given to the Directors at any time to issue, allot and deal with additional Shares and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below); or
 - (ii) an issue of Shares upon the exercise of rights of subscription, exchange or conversion under the terms of any of the options (including warrants, bonds, debentures, notes and any securities which carry rights to subscribe for or are exchangeable or convertible into Shares); or
 - (iii) an issue of Shares as scrip dividends pursuant to the Bye-laws of the Company from time to time; or
 - (iv) an issue of Shares under any award or option scheme or similar arrangement for the grant or issue to eligible participants under such scheme or arrangement of Shares or rights to acquire Shares;

shall not exceed the aggregate of:

- (aa) 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this Resolution, and the said approval shall be limited accordingly,

(bb) (if the Directors 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), and

the said approval shall be limited accordingly; and

(d) 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 revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting; or
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws of the Company to be held; and

“Rights Issue” means an offer for shares of the Company open for a period fixed by the Directors to the holders of shares whose names appear on the Register of Members and/or the Hong Kong Branch Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient 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 applicable to the Company).”

(5) “**THAT**

(a) the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase Shares in issue on The Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange under the Code on Share Repurchases issued by the SFC, and that the exercise by the Directors of all powers of the Company to repurchase the Shares subject to and in accordance with all applicable laws, rules and regulations, be and is hereby generally and unconditionally approved, subject to the following conditions:

- (i) such mandate shall not extend beyond the Relevant Period (as defined below);

(ii) such mandate shall authorise the Directors to procure the Company to repurchase the Shares at such prices and on such terms as the Directors may at their absolute discretion determine;

(iii) the aggregate nominal amount of the Shares to be repurchased by the Company pursuant to this Resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing this Resolution and the said approval shall be limited accordingly; 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 revocation or variation of the authority given under this Resolution by an ordinary resolution of the members of the Company in general meeting; or

(iii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws of the Company to be held.”

(6) “**THAT** conditional on the passing of Resolution Nos. (4) and (5), the exercise by the Directors of the powers referred to in paragraph (a) of Resolution No. (4) in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of Resolution No. (4), be and is hereby approved and authorised.”

(7) “**THAT** subject to and conditional upon the GEM Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the additional Shares to be issued pursuant to the exercise of options which may be granted under the share option scheme adopted by the Company on 19 November 2009 (the “**Share Option Scheme**”), the refreshment of the general limit in respect of the grant of options to subscribe for the Shares under the Share Option Scheme be and is hereby approved provided that:

(a) the total number of Shares in respect of the options which may be granted under the Share Option Scheme shall not exceed 10% of the total number of Shares in issue as at the date of passing this Resolution (the “**Refreshed Limit**”);

(b) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) will not be counted for the purpose of calculating the Refreshed Limit;

(c) the Directors be and are hereby unconditionally authorised to offer or grant options pursuant to the Share Option Scheme to subscribe for the Shares up to the Refreshed Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares upon the exercise of such options; and

- (d) such increase in the Refreshed Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the Shares in issue from time to time; and

THAT the Directors and the Company Secretary of the Company be and are hereby authorised to do all such acts, deeds and things as they will, at their absolute discretion, deem fit in order to effect the foregoing.”

- (8) **“THAT** the authorised share capital of the Company be and is hereby increased from HK\$500,000,000.00 divided into 50,000,000,000 Shares of HK\$0.01 each to HK\$600,000,000.00 divided into 60,000,000,000 Shares of HK\$0.01 each by the creation of additional 10,000,000,000 Shares, each ranking pari passu in all respects with the existing Shares of the Company and **THAT** any one Director be and is hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts, deeds or things deemed by the Director to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the increase of the authorised share capital of the Company.” and

To consider and, if thought fit, pass the following resolution as a special resolution:

SPECIAL RESOLUTION

- (9) **“THAT** subject to the approval of and registration by the Registrar of Companies in Bermuda, the name of the Company be changed from “Rojam Entertainment Holdings Limited” to “Media Asia Group Holdings Limited” and the Chinese name “寰亞傳媒集團有限公司” be adopted as the secondary name of the Company and the Directors be and are hereby authorised to do such acts and things and execute all documents or make such arrangements as they may consider necessary or expedient to give effect to the aforesaid change of the name and adoption of the secondary name.”

By Order of the Board
ROJAM ENTERTAINMENT HOLDINGS LIMITED
Etsuko Hoshiyama
Company Secretary

Hong Kong, 21 July 2011

The board of Directors comprises seven executive Directors, namely Dr. Lam Kin Ngok, Peter (Chairman), Mr. Yu Feng, Ms. Etsuko Hoshiyama, Mr. Chan Chi Ming, Alvin, Mr. Luk Hong Man, Hammond, Mr. Lui Siu Tsuen, Richard and Mr. Chan Chi Kwong; and four independent non-executive Directors, namely Mr. Chan Chi Yuen, Mr. Zhang Xi, Mr. Yeung Wai Hung, Peter and Mr. Wong Kam Choi.

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

*Head office and principal place
of business in Hong Kong:*
23rd Floor
Sunshine Plaza
353 Lockhart Road
Wanchai
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, if he holds two or more shares, more than one) proxy to attend the meeting and vote on his behalf in accordance with the Bye-laws of the Company. 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 or authority, must be deposited with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M 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. Completion and return of the form of proxy shall 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 attend and vote at the meeting, 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 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.
4. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on resolutions in respect of the above matters set out in this Notice will be decided by way of a poll.
5. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force any time between 9:00 a.m. and 5:00 p.m. on the date of meeting, then the meeting will be postponed and the Shareholders will be informed of the date, time and venue of the postponed meeting by a supplementary notice, posted on the Company's website and the website of Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is cancelled at or before 9:00 a.m. on the date of the meeting, and where conditions permit, the meeting will be held as scheduled.

The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force.

Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least seven days from the date of its publication and on the website of the Company at <http://www.rojam.com>.