

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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of the members of Rojam Entertainment Holdings Limited (the “**Company**”) will be held at Pine Room, 28th Floor, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Saturday, 27 August 2011 at 10:00 a.m. (the “**SGM**”) for the purpose of considering and, if thought fit, passing with or without amendment the following resolution as an ordinary resolution of the Company:

“THAT

- (a) the placing agreement dated 28 July 2011 supplemented by a supplemental agreement dated 1 August 2011 and entered into between the Company as issuer and CLSA Limited as placing agent in relation to the placing of a maximum of 2,022,051,522 new shares (the “**Placing Shares**”) of HK\$0.01 each in the share capital of the Company at a placing price of HK\$0.20 per Placing Share (the “**Placing Agreement**”) (a copy of which marked “A” has been produced to the meeting and signed by the chairman of the SGM for the purpose of identification) and all transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) conditional upon, among others, the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares, the issue and allotment of the Placing Shares, pursuant to and subject to the terms and conditions of the Placing Agreement, be and are hereby approved; and
- (c) any one director of the Company be and is hereby specifically authorised for and on behalf of the Company to execute all such documents, instruments, agreements and deeds and do all such acts, matters and things as he/she may in his/her absolute discretion consider necessary or desirable for the purpose of and in connection with the

implementation of the Placing Agreement and the transactions contemplated thereunder, including the allotment and issue of the Placing Shares, and to agree to such variations of the terms of the Placing Agreement and the transactions contemplated thereunder as he/she may in his/her absolute discretion consider necessary or desirable.”

By order of the Board
Rojam Entertainment Holdings Limited
Lui Siu Tsuen, Richard
Executive Director

Hong Kong, 11 August 2011

The board of directors of the Company comprises seven executive directors, namely Dr. Lam Kin Ngok, Peter (Chairman), Mr. Yu Feng, Mr. Lui Siu Tsuen, Richard, Mr. Chan Chi Kwong, Ms. Etsuko Hoshiyama, Mr. Chan Chi Ming, Alvin and Mr. Luk Hong Man, Hammond; and three independent non-executive directors, namely Mr. Chan Chi Yuen, Mr. Zhang Xi 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 (the “**Member**”) entitled to attend and vote at the SGM 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 SGM and vote on his behalf in accordance with the Bye-laws of the Company. A proxy need not be a Member but must attend the SGM in person to represent the Member.
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 later than 48 hours before the time appointed for holding the SGM 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 SGM if he/she/it so wishes. 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 SGM, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto, but if more than one of such joint holders be present at the SGM, 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, voting on the resolution 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 at any time between 9:00 a.m. and 5:00 p.m. on the date of the SGM, then the SGM will be postponed and the Members will be informed of the date, time and venue of the postponed SGM by a supplementary notice, posted on the respective websites of the Company and 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 SGM, and where conditions permit, the SGM will be held as scheduled.

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

Members should decide on their own whether they would attend the SGM under a 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>.