



RICHE MULTI-MEDIA HOLDINGS LIMITED

(Incorporated in the Bermuda with limited liability)

(Stock Code: 764)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the Company will be held at Units 609-610, 6th Floor, Miramar Tower, 132 Nathan Road, Kowloon, Hong Kong on Monday, 12th June 2006, at 12:00 p.m. to consider and, if thought fit, pass the following resolution no.1 as an ordinary resolution and resolution no. 2 as a special resolution:

ORDINARY RESOLUTION

1. A. **“THAT** (i) the sale and purchase agreement dated 17th February 2006 (as supplemented by the supplemental agreement dated 10th May 2006) entered into between Riche (BVI) Limited and Northbay Investments Holdings Limited (a copy of such sale and purchase agreement has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification) in relation to the acquisition (the “Acquisition”) by Riche (BVI) Limited of 100% interest in Shinhan-Golden Faith International Development Limited, and all obligations, liabilities and debts owing or incurred by Shinhan-Golden Faith International Development Limited to Northbay Investments Holdings Limited be and are hereby approved, ratified and confirmed in all respects and that all transactions contemplated under the Acquisition be and are hereby approved and that any one director of the Company be and is hereby authorized to do or execute all such acts or such other documents which the director may deem to be necessary, desirable or expedient to carry into effect or to give effect to the Acquisition; and
- B. **THAT** subject to the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of listing of, and permission to deal in 1,330,321,745 ordinary shares of HK\$0.01 each in the share capital of the Company to be allotted and issued as consideration for the Acquisition, the directors of the Company be and are hereby authorised to allot, issue and deal with such 1,330,321,745 shares.”

SPECIAL RESOLUTION

2. **THAT** the existing Bye-Laws of the Company be amended in the following matter:
 - (a) by deleting the word “annual” in the sixth sentence of Bye-law 86(2) so as to read “The Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or, subject to authorisation by the Members in general meeting, as an addition to the existing Board but so that the number of Directors so appointed shall not exceed any maximum number determined from time to time by the Members in general meeting. Any Director so appointed by the Board shall hold office

only until the next following general meeting of the Company and shall then be eligible for re election at that meeting.”.

- (b) by deleting the word “special” in the second sentence of Bye-law 86(4) and replacing it with the word “ordinary” so as to read “ Subject to any provision to the contrary in these Bye laws the Members may, at any general meeting convened and held in accordance with these Bye laws, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything in these Bye laws or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement) provided that the Notice of any such meeting convened for the purpose of removing a Director shall contain a statement of the intention so to do and be served on such Director fourteen (14) days before the meeting and at such meeting such Director shall be entitled to be heard on the motion for his removal”.

By Order of the Board
Riche Multi-Media Holdings Limited
Heung Wah Keung
Chairman

Hong Kong, 19th May 2006

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Head office and principal place of business:

Units 609-610, 6th Floor
Miramar Tower
132 Nathan Road
Tsimshatsui
Kowloon
Hong Kong

As at the date of this notice, the executive directors of the Company are Mr. Heung Wah Keung and Ms. Chen Ming Yin, Tiffany and the independent non-executive directors of the Company are Mr. Tang Chak Lam, Gilbert, Mr. Ho Wai Chi, Paul and Mr. Lien Wai Hung.

Notes:

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote in his stead. A proxy not be a member of the Company.
2. To be valid, the form of proxy, together with any power of attorney or other attorney (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the Company’s branch share registrars in Hong Kong, Standard Registrars Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof.