



# **RICHE MULTI-MEDIA HOLDINGS LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 764)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting of Riche Multi-Media Holdings Limited (the “Company”) will be held at Unit 3408, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Wednesday, 30 April 2008 at 4:30 p.m. for the purpose of consideration and, if thought fit, passing with or without modification the following resolutions as an ordinary resolution and special resolutions of the Company:

### **ORDINARY RESOLUTION**

“**THAT** conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, 10% of the Shares in issue at the date of approval of this resolution which may be issued pursuant to the exercise of options to be granted under the share option scheme adopted by the Company on 21 January 2002 (the “Share Option Scheme”) and any other share option schemes of the Company, and pursuant to rule 4 of the rules of the Share Option Scheme, approval be and is hereby granted for “refreshing” the Scheme Mandate (as defined in the rules of the Share Option Scheme) under the Share Option Scheme provided that (i) the total number of Shares in the share capital of the Company which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company under the limit as “refreshed” hereby shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution; and (ii) options previously granted under the Share Option Scheme and any other share option schemes of the Company (including options outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) shall not be counted for the purpose of calculating the 10% limit as “refreshed” hereby.”

## SPECIAL RESOLUTION NO.1

“**THAT** with effect from 2 May 2008:

- (a) every ten existing shares of HK\$0.10 each be consolidated into one share of HK\$1.00 each (the “Consolidated Share(s)”);
- (b) the issued share capital of the Company be reduced by cancelling the paid-up capital to the extent of HK\$0.99 on each issued Consolidated Share in the share capital of the Company such that the nominal value of all issued Consolidated Shares will be reduced from HK\$1.00 each to HK\$0.01 each, resulting in the reduction of issued share capital from HK\$195,185,996 divided into 195,185,996 Consolidated Shares to HK\$1,951,860 divided into 195,185,996 shares of HK\$0.01 each;
- (c) the nominal value of all the Consolidated Shares in the authorised share capital of the Company be also reduced from HK\$1.00 each to HK\$0.01 each, resulting in the reduction of the authorised share capital from HK\$600,000,000 divided into 600,000,000 Consolidated Shares to HK\$6,000,000 divided into 600,000,000 shares of HK\$0.01 each;
- (d) the entire amount of HK\$813,058,000 standing to the credit of the share premium account of the Company as at 31 December 2007 be cancelled and such credit amount arising from the share premium cancellation be transferred to the contributed surplus account of the Company. A sum of HK\$518,374,000 in the contributed surplus account of the Company shall be applied to set off against the accumulated losses of the Company, which amounted to approximately HK\$518,374,000 as at 31 December 2006, and the remaining credit balance will be utilised by the Board in accordance with the bye-laws of the Company and all applicable laws; and
- (e) the directors of the Company be and are hereby authorised to take any and all steps, and to do and/or procure to be done any and all acts and things, and to approve, sign and execute any documents which in their absolute discretion consider to be necessary, desirable or expedient to implement and carry into effect this special resolution No.1.”

## SPECIAL RESOLUTION NO.2

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the name of the Company be changed from “Riche Multi-Media Holdings Limited” to “China Star Investment Holdings Limited” and upon the name change becoming effective, the new Chinese name “中國星投資有限公司” will be adopted to replace “豐采多媒體集團有限公司” for identification purposes only and the Directors be and are hereby authorised to do all such acts and things and exercise all such documents they consider necessary and expedient to give effect to the aforesaid change of name of the Company.”

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

Hong Kong, 8 April 2008

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place of business in Hong Kong:*

Unit 3408, West Tower  
Shun Tak Centre  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

1. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
2. Any shareholder of the Company entitled to attend and vote at the meeting convened by the above notice shall be entitled to appoint one or more proxies to attend and vote instead of him. A proxy needs not be a shareholder of the Company.
3. In order to be valid, the form of proxy, together with the 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 at the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding of the above meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting convened or at any adjourned meeting and in such event, the form of proxy will be deemed to be revoked.

5. Where there are joint holders of any share of the Company, any one of such joint holders may vote, 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 are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy. For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.

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