



RICHE MULTI-MEDIA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

PROXY FORM

Form of proxy for use by shareholders at the special general meeting (the “Meeting”) to be convened at Unit 3408, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Friday, 12 October 2007, at 4:00 p.m. (or any adjournment thereof)

I/We ^(note a) of _____
of _____
being the registered holder(s) of _____ ^(note b) shares of HK\$0.10 each in the capital of Riche Multi-Media Holdings Limited (the “Company”) hereby appoint the Chairman of the Meeting or _____
of _____
to act as my/our proxy ^(note c) to attend and vote for me/us and on my/our behalf at the Meeting of the Company to be held at Unit 3408, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Friday, 12 October 2007, at 4:00 p.m. and at any adjournment thereof as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote to be cast on a poll ^(note d).

ORDINARY RESOLUTIONS	For	Against
To grant a general mandate to directors to allot and issue and otherwise deal with the Company’s shares.		
To refresh the scheme mandate limit under the share option scheme of the Company.		

Dated the _____ day of _____ 2007 Shareholder’s signature _____ ^(notes e, f, g and h)

Notes:

- a Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- c A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
- d If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution. A proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
- g 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 at 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.
- h Any alteration made to this form should be initialled by the person who signs the form.