



**RICHE MULTI-MEDIA HOLDINGS LIMITED**  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 764)

**Form of proxy for use at the Special General Meeting to be held on 31 December 2007**

I/We<sup>1</sup> \_\_\_\_\_ of \_\_\_\_\_  
\_\_\_\_\_ being a member of Riche Multi-Media Holdings Limited (the “Company”) and the registered holder(s) of \_\_\_\_\_ shares<sup>2</sup> of HK\$0.10 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or<sup>3</sup> \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote and act for me/us at the Special General Meeting (and at any adjournment thereof) of the Company to be held at Unit 3408, Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Monday, 31 December 2007 at 12:00 noon for the purpose of considering and, if thought fit, passing, with or without modification, the Resolution set out in the Notice convening the said meeting and at such meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolution as indicated below, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION	FOR <sup>4</sup>	AGAINST <sup>4</sup>
(a) To approve, ratify and confirm the entering into of the sale and purchase agreement dated 1st August, 2007 (the “S&P Agreement”) entered into between Legend Rich Limited as purchaser, China Star Entertainment Limited as vendor and Riche Multi-Media Holdings Limited as guarantor of the purchaser relating to the acquisition of a 100% interest in the issued share capital of Exceptional Gain Profits Limited (“Exceptional Gain”) and a shareholder’s loan owing by Exceptional Gain to China Star Entertainment Limited as at the date of the S&P Agreement of approximately HK\$409,222,000 at an aggregate consideration of HK\$447,000,000 and to authorise directors of the Company to take such actions and/or execute such documents to give effect to the S&P Agreement and all transactions contemplated under the S&P Agreement; and  (b) To approve the issue of a convertible note in an aggregate amount of HK\$447,000,000 by the Company (the “Convertible Note”) and to authorise any one director of the Company to take all steps necessary to give effect to the issue of the Convertible Note including the allotment and issue of new shares of the Company upon the exercise of the conversion rights attached to the Convertible Note.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2007 Signature<sup>5</sup>: \_\_\_\_\_

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out “CHAIRMAN OF THE MEETING” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to complete the box will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to the Notice convening the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company.
7. To be valid, this form of proxy, together with any power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong no later than 48 hours before the appointed time for the holding of the meeting (or at any adjournment thereof).
8. A proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the meeting if you so wish.