



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 27 June 2008

I/We¹ _____ of _____ being a member of Riche

Multi-Media Holdings Limited (the "Company") and the registered holder(s) of _____ shares² of HK\$0.01 each in the capital of the Company, HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or³ _____ 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 Friday, 27 June 2008 at 4:30 p.m. 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 ⁴	AGAINST ⁴
(a) To approve, ratify and confirm the entering into of the conditional sale and purchase agreement dated 28 February 2008 (the "Share Acquisition Agreement") between Riche (BVI) Limited as purchaser, Well Will Investment Limited as vendor and warrantor and Mr. Ng Cheuk Fai as warrantor relating to the acquisition of a 100% interest in the issued share capital of Rich Daily Group Limited ("Rich Daily") at an aggregate initial consideration of HK\$504,000,000 (subject to adjustment) and to authorise any one directors of the Company to take such actions and/or execute such documents to give effect to the Share Acquisition Agreement and all transactions contemplated under the Share Acquisition Agreement; and		
(b) To approve the issue of two convertible bonds in an aggregate amount of HK\$144,000,000 ("Convertible Bond I and Convertible Bond II") by the Company and to authorise any one or more of the directors of the Company to take all steps necessary to give effect to the issue of the Convertible Bond I and Convertible Bond II including but not limited to the allotment and issue of ordinary shares of HK\$0.01 each in the share capital of the Company upon the exercise of the conversion rights attached to the Convertible Bond I and Convertible Bond II.		

Dated this _____ day of _____ 2008 Signature⁵: _____

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 any or all the boxes 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 authorized 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 authorized.
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.