
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Riche Multi-Media Holdings Limited (the “Company”), you should at once hand this circular together with the enclosed form of proxy to the purchaser(s) or transferee(s) or to the licensed securities dealer, bank or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



RICHE MULTI-MEDIA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

**GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;
RE-ELECTION OF DIRECTOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting 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 4:45 p.m. is set out in Appendix III of this circular. If you are not able to attend the annual general meeting, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the Company’s branch share registrars in Hong Kong, Tricor Standard 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 holding of the annual general meeting or any adjourned meeting. Completion and return of the proxy form shall not preclude you from attending and voting at the annual general meeting or any adjourned meeting should you so wish.

CONTENTS

	<i>Page</i>
Responsibility Statement	ii
Definitions	1
Letter from the Board	
Introduction	3
General Mandate to Allot and Issue New Shares	4
General Mandate to Repurchase Shares	5
Director Proposed for Re-election	5
Notice of AGM	5
Right to Demand a Poll	6
Recommendation	6
Documents Available for Inspection	7
Appendix I — Explanatory Statement on Repurchase Mandate	8
Appendix II — Details of Director Proposed for Re-election	15
Appendix III — Notice of AGM	16

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief there are no other facts the omission of which would make any statement herein misleading.

DEFINITIONS

In this circular, the following expressions have the following meanings unless the context requires otherwise:

“AGM”	the annual general meeting 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 4:45 p.m., a notice of which is set out in Appendix III of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company as amended, supplemented or modified from time to time
“Classical Statue”	Classical Statue Limited, a company incorporated in the British Virgin Islands and an indirectly wholly-owned subsidiary of China Star Entertainment Limited, holding 58,360,612 Shares as at the Latest Practicable Date
“Company”	Riche Multi-Media Holdings Limited, an exempted company incorporated in Bermuda with limited liability and the Shares of which are listed on the Stock Exchange
“Directors”	the directors of the Company
“Glenstone”	Glenstone Investments Limited, a company incorporated in British Virgin Islands and owned as to 60% by Ms. Chen Ming Yin, Tiffany through Porterstone Limited and as to 40% by Mr. Heung Wah Keung, both Ms. Chen Ming Yin, Tiffany and Mr. Heung Wah Keung are executive Directors
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 June 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

DEFINITIONS

“Repurchase Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company at the date of passing such resolution at the AGM
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with a primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

LETTER FROM THE BOARD



RICHE MULTI-MEDIA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

Executive Directors:

Mr. Heung Wah Keung (*Chairman*)

Ms. Chen Ming Yin, Tiffany (*Vice Chairman*)

Independent Non-executive Directors:

Mr. Tang Chak Lam, Gilbert

Mr. Ho Wai Chi, Paul

Mr. Lien Wai Hung

Registered Office:

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Head Office and

Principal Place of Business:

Unit 3408

Shun Tak Centre, West Tower

168 – 200 Connaught Road Central

Hong Kong

4 June 2008

*To the Shareholders and, for information only,
the holders of the Options*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES
AND TO REPURCHASE SHARES;
RE-ELECTION OF DIRECTOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

On 29 June 2007, resolutions were passed by the Shareholders giving the general and unconditional mandates to the Directors to allot and issue new Shares and to exercise the powers of the Company to repurchase the Shares in accordance with the Share Repurchase Rules. The total number of new Shares that can be allotted and issued under the general and unconditional mandate to allot and issue new Shares granted

LETTER FROM THE BOARD

on 29 June 2007 is 19,322,799 Shares. As the general and unconditional mandate to allot and issue new Shares was substantially utilised in July 2007 and the general and unconditional mandate to repurchase the Shares will lapse upon the conclusion of the AGM unless renewed at that meeting, the Directors propose to renew the general and unconditional mandates to allot and issue new Shares and to repurchase Shares at the AGM.

The purpose of this circular is to provide you with information relating to (i) the proposed renewal of the general and unconditional mandates to allot and issue new Shares and to repurchase Shares; and (ii) the Director proposed for re-election so as to give you all information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2. GENERAL MANDATE TO ALLOT AND ISSUE NEW SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to issue 39,037,399 new Shares, representing up to 20% of the issued share capital of the Company, as at the date the resolution is passed. In addition, an ordinary resolution will also be proposed to authorise an extension of such general mandate (the “Extension Mandate”) to be granted to the Directors to issue new Shares during the period up to the next annual general meeting of the Company or such earlier period as stated in the relevant resolution by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate the number of Shares repurchased under the Repurchase Mandate, if granted. As at the Latest Practicable Date, the Company has 195,186,997 Shares in issue.

The Directors believe that it is in the interests of the Company and its Shareholders as a whole if the proposed general and unconditional mandate to allot and issue new Shares is granted at the AGM. The need for an issue of new Shares under the general and unconditional mandate to allot and issue new Shares could, for example, arise in the context of a transaction, such as an acquisition by the Company where Shares are to be issued as consideration, which has to be completed speedily. In addition, an exercise of the general and unconditional mandate to allot and issue new Shares will enable the Company to take advantage of market conditions to raise additional capital for the Company. The Directors currently have no intention of any acquisition by the Company or any plan for raising capital by issuing new Shares.

LETTER FROM THE BOARD

3. GENERAL MANDATE TO REPURCHASE SHARES

An ordinary resolution will be proposed at the AGM to grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares at any time until the first to occur of either the conclusion of the next annual general meeting of the Company following the passing of the resolution (unless the mandate is renewed at such meeting) or the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held or until the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting. The total number of Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the issued share capital of the Company as at the date of the passing of the resolution approving the Repurchase Mandate.

An explanatory statement as required under the Share Repurchase Rules to provide the requisite information is set out in the Appendix I of this circular.

4. DIRECTOR PROPOSED FOR RE-ELECTION

Pursuant to bye-laws 87 and 88 of the Bye-laws, Ms. Chen Ming Yin, Tiffany will be retiring by rotation at the AGM and being eligible for re-election. Details of the Director proposed to be re-elected at the AGM are set out in Appendix II of this circular.

5. NOTICE OF AGM

The notice convening the AGM is set out in Appendix III of this circular. Whether or not you are able to attend the AGM, you are requested to complete the enclosed proxy form in accordance with instructions printed thereon and return the same to branch share registrars in Hong Kong, Tricor Standard 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 and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting. Completion and return of the proxy form shall not preclude you from attending and voting at the AGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

6. RIGHT TO DEMAND A POLL

Pursuant to bye-law 66 of the Bye-laws, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (i) the chairman of the meeting; or
- (ii) at least three Shareholders present in person or, in the case of a Shareholder being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (iii) Shareholder or Shareholders present in person or, in the case of a Shareholder being a corporation by its duly authorised representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
- (iv) Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation by its duly authorised corporate representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the Shares conferring that right.

On a show of hands, every Shareholder presents in person or by proxy or (being a corporation) is represented by a representative duly authorised shall have one vote, and on a poll every Shareholder presents in person or, in case of a Shareholder being a corporation by its duly authorised representative or by proxy shall have one vote for every fully paid Share.

7. RECOMMENDATION

The Directors believe that the proposed general and unconditional mandate to allot and issue new Shares, the Extension Mandate, the Repurchase Mandate, the Director proposed for re-election are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that the Shareholders should vote in favour of the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

8. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the memorandum of association of the Company and the Bye-laws will be available for inspection at the head office and principal place of business of the Company in Hong Kong at Unit 3408, Shun Tak Centre, West Tower, 168 – 200 Connaught Road Central, Hong Kong during the normal business hours on any business day up to and including the date of the AGM and at the AGM.

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

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the Repurchase Mandate and should be read in conjunction with the letter from the Board hereinbefore appearing.

1. SHARE REPURCHASE RULES

The Share Repurchase Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

(a) Shareholders' Approval

The Share Repurchase Rules provide that all on-market securities repurchases by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by specific approval in relation to specific transactions.

(b) Source of Funds

Repurchases must be funded out of funds which are legally available for the purpose and in accordance with the constitutive documents of the company and the laws of the jurisdiction in which the company is incorporated.

(c) Maximum Number of Shares to be Repurchased and Subsequent Issue

The shares to be repurchased by a company must be fully-paid up. A maximum of 10% of the existing issued share capital of a company as at the date of passing the relevant resolution may be repurchased on the Stock Exchange and a company may not, without the prior approval of the Stock Exchange, issue new shares or announce a proposed new issue of shares for a period of 30 days immediately following a share repurchase whether on the Stock Exchange or otherwise (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the company to issue securities, which were outstanding prior to the repurchase).

2. SHARE CAPITAL

As at the Latest Practicable Date, the Company has an aggregate of 195,186,997 Shares in issue.

On the basis of this figure and assuming no outstanding share options of the Company are exercised and no Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 19,518,699 Shares subject to the passing of the ordinary resolution to approve the Repurchase Mandate.

3. FUNDING OF REPURCHASES

In repurchasing the Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws and the Companies Act 1981 of Bermuda (as amended). The Directors presently propose that any Shares repurchased under the Repurchase Mandate would be funded out of the capital paid up on the purchased Shares or out of the funds of the Company which would otherwise be available for dividend or distribution or out of the proceeds of a fresh issue of Shares made for the purpose.

The Company is empowered by its memorandum of association and the Bye-laws to repurchase its Shares.

In the event that the Repurchase Mandate was carried out in full at any time during the proposed repurchase period, there might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the Company's latest published audited financial accounts for the year ended 31 December 2007). However, the Directors do not propose to exercise the Repurchase Mandate to an extent as would in the circumstances have a material adverse effect on the working capital or gearing position of the Company.

4. SHARE PRICES

The highest and lowest traded prices for the Shares on the Stock Exchange during each of the previous 12 months were as follows (A: adjusted value):

Month	Per Share	
	Highest	Lowest
	Traded Price	Traded Price
	<i>HK\$</i>	<i>HK\$</i>
June 2007	8.70A	5.40A
July 2007	9.50A	5.40A
August 2007	8.50A	3.20A
September 2007	5.10A	3.80A
October 2007	4.45A	2.95A
November 2007	3.15A	2.17A
December 2007	3.10A	2.23A
January 2008	2.40A	1.10A
February 2008	1.70A	1.27A
March 2008	1.66A	0.92A
April 2008	1.31A	0.86A
May 2008	1.70	0.95
June 2008 (up to the Latest Practicable Date)	1.05	0.97

Note: Pursuant to the Company's announcement dated 19 March 2008 and circular dated 8 April 2008 in relation to the capital reorganisation of the Company comprising the share consolidation, capital reduction and share premium cancellation of the Company. The traded prices of the Shares were therefore adjusted prior to the capital reorganisation became effective.

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the regulations set out in the memorandum of association of the Company and the Bye-laws and all the applicable laws of Bermuda.

6. EFFECT OF THE TAKEOVERS CODE

If, on the exercise of the power to repurchase securities pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increase, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

As at the Latest Practicable Date, the following persons and corporations had, interests in 5% or more in the Shares and underlying Shares, as recorded in the register required to be kept under Section 336 of the Securities and Futures Ordinance:

Long positions

Name	Notes	Capacity	Interest in Shares	Interest in underlying Shares	Total interest in Shares	Percentage of the issued capital of the Company
China Star Entertainment Limited	1 and 5	Interest of corporation	58,360,612	44,700,000	103,060,612	52.80%
China Star Entertainment (BVI) Limited	1 and 5	Interest of corporation	58,360,612	—	58,360,612	29.90%
Classical Statue	1 and 5	Beneficial owner	58,360,612	—	58,360,612	29.90%
Mr. Ng Cheuk Fai	2	Interest of corporation	—	90,000,000	90,000,000	46.11%
Well Will Investment Limited	2	Beneficial owner	—	90,000,000	90,000,000	46.11%
Ms. Chen Ming Yin, Tiffany	3	Interest of corporation	58,360,612	—	58,360,612	29.90%
Mr. Heung Wah Keung	3	Interest of corporation	58,360,612	—	58,360,612	29.90%
Porterstone Limited	3	Interest of corporation	58,360,612	—	58,360,612	29.90%
Glenstone	3	Other	58,360,612	—	58,360,612	29.90%
Mr. Andrew Nan Sherril	4	Interest of corporation	12,949,217	—	12,949,217	9.95%

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

Name	Notes	Capacity	Interest in Shares	Interest in underlying Shares	Total interest in Shares	Percentage of the issued capital of the Company
Asia Vest Partners Limited	4	Interest of corporation	12,949,217	—	12,949,217	9.95%
Asia Vest Partners VII Limited	4	Interest of corporation	12,949,217	—	12,949,217	9.95%
Asia Vest Partners X Limited	4	Interest of corporation	12,949,217	—	12,949,217	9.95%
Northbay Investments Holdings Limited	4	Beneficial owner	12,949,217	—	12,949,217	9.95%

Notes:

- 58,360,612 Shares are beneficially owned by Classical Statue. Classical Statue is a wholly-owned subsidiary of China Star Entertainment (BVI) Limited. China Star Entertainment (BVI) Limited is also a wholly-owned subsidiary of China Star Entertainment Limited, a company listed on the Stock Exchange. China Star Entertainment Limited and China Star Entertainment (BVI) Limited are deemed to be interested in the Shares owned by Classical Statue.
- Well Will Investment Limited is a company wholly-owned by Mr. Ng Cheuk Fai.
- Glenstone a company owned as to 60% by Porterstone Limited (a company wholly-owned by Ms. Chen Ming Yin, Tiffany) and as to 40% by Mr. Heung Wah Keung.
- 12,949,217 Shares are beneficially owned by Northbay Investments Holdings Limited. 35.5% and 64.5% of the shareholding of Northbay Investments Holdings Limited are respectively owned by Asia Vest Partners VII Limited and Asia Vest Partners X Limited, and both of them are indirectly wholly-owned by Mr. Andrew Nan Sherrill through Asia Vest Partners Limited.
- Mr. Heung Wah Keung, Ms. Chen Ming Yin, Tiffany and Mr. Ho Wai Chi, Paul are directors of the Company and China Star Entertainment Limited. Mr. Heung Wah Keung and Ms. Chen Ming Yin, Tiffany are also directors of China Star Entertainment (BVI) Limited and Classical Statue.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the substantial Shareholder as defined in the Listing Rules holding more than 10% of the issued share capital of the Company is Classical Statue.

Classical Statue is the registered owner of 58,360,612 Shares representing approximately 29.90% of the issued share capital of the Company. On the basis that no further Shares are issued and repurchased prior to the AGM and assuming that no share options are exercised prior to the exercise in full of the Repurchase Mandate, in

the event that the Directors exercise in full the power to repurchase Shares pursuant to the Repurchase Mandate, the number of the total issued Shares would decrease from 195,186,997 Shares to 175,668,298 Shares resulting in the shareholding of Classical Statute in the Company increasing to approximately 33.22%. Such increase would give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. However, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of Classical Statute and parties acting in concert with it (as defined in the Takeovers Code) to make a mandatory offer under the Takeovers Code.

Pursuant to the Company's announcement dated 4 March 2008 and circular dated 30 May 2008, the Company proposed to acquire the entire issued share capital of Rich Daily Group Limited (the "Acquisition"), a company wholly-owned by Well Will Investment Limited, which is wholly-owned by Mr. Ng Cheuk Fai. As part of the payment of the consideration for the Acquisition, the Company will issue the convertible bonds (the "Convertible Bonds I" and "Convertible Bonds II" respectively) in a principal amount of HK\$72,000,000 each to Well Will Investment Limited upon completion of the Acquisition. The Acquisition is subject to the approval by the Shareholders at the special general meeting to be held on Friday, 27 June 2008. Accordingly, Well Will Investment Limited and Mr. Ng Cheuk Fai are deemed to be interested in the Shares through the Acquisition. Moreover, under the terms of the Convertible Bonds I and Convertible Bonds II, the bondholder cannot convert the Convertible Bonds I or Convertible Bonds II or part thereof (and the Company shall not be obliged to allot and issue any conversion shares related thereof) if upon the exercise of the conversion rights under the Convertible Bonds I and Convertible Bonds II, the bondholder and parties acting in concert with it, shall be interested in 20% of the voting rights or more of the then enlarged issued share capital of the Company at the date of relevant exercise. As such, if the Directors exercise in full the power to repurchase shares pursuant to the repurchase mandate, no mandatory offer is triggered.

Save for the aforesaid, the Directors are not aware of any consequences which may arise under Rule 26 of the Takeovers Code as a result of any repurchases pursuant to the Repurchase Mandate.

In the event that the power to repurchase securities pursuant to the Repurchase Mandate is exercised in full, the number of Shares held by the public would not fall below 25%.

7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if such Repurchase Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

8. SHARE REPURCHASES MADE BY THE COMPANY

No share repurchases have been made by the Company during the last six months (whether on the Stock Exchange or otherwise) before the Latest Practicable Date.

9. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders for the Directors to have the power to repurchase securities pursuant to the Repurchase Mandate. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

The following are the particulars of the Director to be retired and proposed to be re-elected at the AGM:

Ms. Chen Ming Yin, Tiffany, aged 51, is the Vice Chairman of the Company. She is responsible for the overall management and business development of the Group. She has been an executive Director since 2001 and is the chairman of the remuneration committee of the Company. She has over 15 years of experience in the entertainment and multi-media industries. She has produced a number of blockbuster films for Win's Entertainment Limited and One Hundred Years of Film Company Limited. In 2003, she was selected as one of 2003 Women in Entertainment — International Power by The Hollywood Reporter. Ms. Chen is the wife of Mr. Heung Wah Keung, the Chairman and an executive Director of the Company. She is the vice chairman and an executive director of China Star Entertainment Limited, a company listed on the main board of the Stock Exchange and a substantial Shareholder. As at the Latest Practicable Date, Ms. Chen interested or was deemed to be interested in 86,631,911 shares and 219,088 underlying shares in China Star Entertainment Limited.

Save as disclosed above, Ms. Chen did not hold any directorship in any listed public company in the last three years.

Save as disclosed above, Ms. Chen does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

Pursuant to a sale and purchase agreement entered into between Glenstone and China Star Entertainment (BVI) Limited on 13 May 2008, Glenstone would conditionally acquire the entire issued share capital of Classical Statute from China Star Entertainment (BVI) Limited at a consideration of HK\$330,567,000. Save as disclosed herein, Ms. Chen has no interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance.

There is no service contract signed between Ms. Chen and the Company. Ms. Chen will have no fixed term of service with the Company and is subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-laws. She will be entitled to a director's fee to be determined by the Board with reference to her duties and responsibilities in the Company and the market benchmark. In the financial year ended 31 December 2007, Ms. Chen had not received any director's emolument and other benefits in kind.

Save as disclosed above, the Board is not aware of any other matters relating to the re-election of Ms. Chen Ming Yin, Tiffany as a Director that need to be brought to the attention of the Shareholders nor is there any information to be disclosed by the Company pursuant to any of the requirements under rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.



RICHE MULTI-MEDIA HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual 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 Friday, 27 June 2008 at 4:45 p.m. for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements, the report of the directors and the independent auditors’ report for the year ended 31 December 2007.
2. To re-elect retiring director and to authorise the board of directors to fix the director’s remuneration.
3. To re-appoint Messrs HLB Hodgson Impey Cheng as the auditors of the Company and to authorise the board of directors to fix their remuneration.
4. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

A. “THAT:

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (“Shares”) and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of rights of subscription or conversion attaching to any warrants issued by the Company or any securities which are convertible into Shares, the issue of which warrants and other securities has previously been approved by shareholders of the Company; or (iii) an issue of Shares upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to eligible persons of Shares or rights to acquire Shares; or (iv) an issue of Shares as scrip dividends or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company, shall not in total exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company under this resolution; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act (1981) of Bermuda (as amended) or any applicable laws of Bermuda to be held.

“Rights Issue” means an offer of Shares or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the directors of the Company to holders of Shares or any class thereof whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or any class thereof (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

B. “THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose and, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company under this resolution; and
 - (iii) expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company, the Companies Act 1981 of Bermuda (as amended) or any applicable laws of Bermuda to be held.”

and;

- C. “**THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) above, the general mandate granted to the directors of the Company for the time being in force to exercise the powers of the Company to allot, issue and deal with additional Shares pursuant to the resolution numbered 4(A) above be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to such general mandate, an amount representing the aggregate nominal amount of Shares repurchased by the Company under the authority granted pursuant to the resolution numbered 4(B) above, provided that such amount of Shares so repurchased shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution.”

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

Hong Kong, 4 June 2008

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head Office and Principal Place of Business in Hong Kong:

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

Notes:

- (1) A shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint more than one proxy to attend and, in the event of a poll, vote on his behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) 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 thereof, must lodged with the Company's branch share registrars in Hong Kong, Tricor Standard 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 holding of the above meeting or any adjournment thereof.
- (3) With regard to ordinary resolution no. 2 in this notice, Ms. Chen Ming Yin, Tiffany will retire by rotation and, being eligible, offer herself for re-election at the meeting. Her particulars are set out in the Appendix II of the circular to the shareholders of the Company dated 4 June 2008.
- (4) Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting or at any adjourned meeting.