

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, 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 announcement.



# RICHE MULTI-MEDIA HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)  
(Stock Code: 764)

## COMPLETION OF PLACING OF EXISTING SHARES AND SUBSCRIPTION OF NEW SHARES

The board of directors of the Company is pleased to announce that the completion of the Placing took place on 12th September, 2005 where a total of 400,000,000 Placing Shares beneficially owned by Classical Statue Limited were placed out to more than six independent Placees at HK\$0.34 per Placing Share. The Subscription was completed on 20th September, 2005.

Following completion of the Placing and the Subscription, the shareholding of Classical Statue is diluted from approximately 42.54% to approximately 39.24% of the existing issued share capital of the Company.

Reference is made to the announcement by the Company dated 7th September, 2005 (the "Announcement"), relating to, among others, the Placing and Subscription.

Unless otherwise defined, terms used herein shall have the same meanings as in the Announcement.

### The Placing and the Subscription

The board of directors of the Company is pleased to announce that the completion of the Placing took place on 12th September, 2005 where a total of 400,000,000 Placing Shares beneficially owned by Classical Statue Limited were placed out to more than six independent Placees at HK\$0.34 per Placing Share. The Subscription was completed on 20th September, 2005. Upon completion of the Placing and the Subscription, the shareholding structure of the Company is as follows:

|   | After the Placing but<br>before the Subscription |       | After the Placing<br>and the Subscription |       |
|---|--|-------|---|-------|
|   | No. of Shares                                    | %     | No. of Shares                             | %     |
| The Vendor and its associates (being parties deemed to be acting in concert under the Code on Takeovers and Mergers) (Note 1) | 1,622,530,000                                    | 34.13 | 2,022,530,000                             | 39.24 |
| Placees (Note 2)  | 400,000,000                                      | 8.41  | 400,000,000                               | 7.76  |
| Top Vision Management Limited (a substantial shareholder) and its associates (Note 3)   | 792,000,000                                      | 16.66 | 792,000,000                               | 15.37 |
| Lucky Star Consultants Limited and its associates (Note 4)  | 354,000,000                                      | 7.45  | 354,000,000                               | 6.87  |
| The public  | 1,585,488,000                                    | 33.35 | 1,585,488,000                             | 30.76 |
| In aggregate  | 4,754,018,000                                    | 100   | 5,154,018,000                             | 100   |

### Notes:

- (1) The Vendor is the registered and beneficial owner of all these Shares.
- (2) So far as the Directors are aware, the Placees are not connected persons of the Company (as defined in the Listing Rules) and are independent of and not acting in concert with the directors, chief executive or substantial shareholders of the Company, or its subsidiaries or any of their respective associates.
- (3) Top Vision Management Limited is solely owned by Mr. Chan Kam Sum.
- (4) Lucky Star Consultants Limited is solely owned by Mr. Lau Tung Hoi.

The above table excludes: (i) the short position held by Top Vision Management Limited in respect of 420,000,000 Shares; and (ii) in connection with the acquisition of Best Winning Group Limited (as detailed in the Company's announcement dated 15 April 2005), up to 1,000,000,000 new Shares which may be allotted and issued upon full conversion of convertible notes to be issued to Leadfirst Limited and up to 500,000,000 new Shares which may be allotted and issued upon exercise of the options to be granted to Mr Benny Ki.

The total expenses incurred in relation to the Placing and the Subscription were approximately HK\$4.5 million, which include the payment for (1) the placing commission, (2) the legal advisory services and (3) the printing charges. Accordingly, the net proceeds of the Subscription are approximately HK\$131,500,000.

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

Hong Kong, 20th September 2005

As at the date of this announcement, the executive directors of the Company are Mr Heung Wah Keung, Ms Chen Ming Yin, Tiffany and Mr Lei Hong Wai and the independent non-executive directors of the Company are Mr Lien Wai Hung, Mr Tang Chak Lam, Gilbert and Mr Ho Wai Chi, Paul.