



RICHE MULTI-MEDIA HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 764)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of the shareholders of Riche Multi-Media Holdings Limited (the “Company”) will be held at Units 609-610, 6th Floor, Miramar Tower, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Friday, 14 January 2005 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the granting by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued ordinary shares (the “**Shares**”) of the Company subdivided (the “**Share Subdivision**”) in the manner as set out in paragraph (a) of this Resolution below:

- (a) with effect from the first business day immediately following the date on which this resolution is passed, being a day on which Shares are traded on the Stock Exchange, one Share of HK\$0.10 in the issued and unissued share capital of the Company be subdivided into 10 subdivided Shares of HK\$0.01 each in the issued and unissued share capital of the Company (each a “**Subdivided Share**”), such Subdivided Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the instructions in respect of ordinary shares contained in the bye-laws of the Company;
- (b) all fractions of the Subdivided Shares to which holders of issued Shares of HK\$0.10 each in the share capital of the Company would otherwise be entitled to be aggregated, sold and retained for the benefit of the Company; and
- (c) the directors of the Company (the “**Directors**”) be and are generally authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangements.”

2. “**THAT** subject to and conditional upon the granting by the Listing Committee of the Stock Exchange of the listing of and permission to deal in the Shares to be issued pursuant to the exercise of option granted under the refreshed scheme mandate limit (the “**Scheme Mandate Limit**”) under the share option scheme adopted on 21 January 2002,

- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares of the Company in issue (to be adjusted for the effect of the Share Subdivision) as at the date of passing of this resolution be and is hereby approved; and

- (b) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary or expedient to give effect to the foregoing arrangements.

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

Hong Kong, 28 December 2004

Registered office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:
Units 609-610, 6th Floor
Miramar Tower
132 Nathan Road
Tsimshatsui
Kowloon
Hong Kong

Notes:

1. A member entitled to attend and vote at the SGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the SGM to represent the member. 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. A form of proxy for use at the SGM is enclosed. Whether or not you intend to attend the SGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the SGM or any adjournment thereof, should he so wish.
3. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company's branch share registrar, Standard Registrars Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. In the case of joint holders of shares, any one of such holders may vote at the SGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the SGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. As at the date hereof, the executive Directors are Mr Heung Wah Keung, Ms Chen Ming Yin, Tiffany, Mr Lei Hong Wai and the three independent non-executive Directors are Mr Lai Hok Lin, Mr Tang Chak Lan, Gilbert and Mr Ho Wai Chi, Paul.