

Notice of Annual General Meeting ■ 股東週年大會通告

NOTICE IS HEREBY GIVEN that the annual general meeting of the shareholders of Riche Multi-Media Holdings Limited (the "Company") will be held at Unit 609, 6/F, Miramar Tower, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on 27th May, 2003 at 11:00 a.m., for the following purposes:—

1. To receive and consider the audited financial statements and the reports of the Directors and auditors of the Company for the year ended 31st December, 2002.
2. To re-elect the retiring Director and authorise the board of Directors to fix the Directors' remuneration.
3. To re-appoint auditors and to authorise the board of Directors to fix their remuneration.
4. To consider by way of special business and, if thought fit, passing 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 in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such power 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 which would or might require the exercise of such power after the end of the Relevant Period;

茲通告 Riche Multi-Media Holdings Limited 豐采多媒體集團有限公司 (「本公司」) 謹訂於二零零三年五月二十七日上午十一時正假座香港九龍尖沙咀彌敦道132號美麗華大廈6樓609室召開股東週年大會，藉以處理下列事項：

1. 省覽本公司截至二零零二年十二月三十一日止年度之經審核財務報表、董事會報告書及核數師報告書。
2. 重選退任董事並授權董事會釐定董事酬金。
3. 重新委聘核數師並授權董事會釐定其酬金。
4. 作為特別事項，考慮通過下列普通決議案：—

普通決議案

- A. 「動議：
- (a) 在下文(c)分段之限制下，一般及無條件批准授權本公司董事會在有關期間內(定義如下)行使本公司所有權力，以配發、發行及處理本公司股本中之額外股份，與及訂立或授出可能需要行使此等權力之售股建議、協議及購股權；
 - (b) 上文(a)分段之批准將授權本公司董事會在有關期間內作出或授予須於有關期間終止後行使上述權力之售股建議、協議及購股權；

(c) the aggregate nominal amount of share capital 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) (ii) 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 of the Company or (iii) 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 of the Company 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 this resolution, and the said approval shall be limited accordingly;

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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;
- (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 of the Bermuda or any applicable laws of Bermuda to be held.”;

(c) 本公司董事會依據上文(a)分段之批准而配發或同意有條件或無條件配發(不論是否依據購股權而配發者)及發行之股本面值總額, (但不包括(i)配售新股(定義如下); (ii)根據任何當時已採納有關向合資格人士授出或發行本公司股份或可認購本公司股份之權利之任何購股權計劃或其他類似安排, 或(iii)根據本公司之公司細則按以股代息計劃或類似安排以配發股份代替股份之全部或部份股息而發行之股份除外), 不得超過通過本決議案之日本公司已發行股本面值總額之20%, 而上述批准亦以此數額為限;

(d) 就本決議案而言:

「有關期間」乃指由本決議案通過之日期至下列三者之較早日期止之時間:

- (i) 本公司下屆股東週年大會散會;
- (ii) 本決議案被本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案授予董事會之權力;
- (iii) 根據本公司細則、百慕達公司法或其他百慕達任何適用法例規定本公司下屆股東週年大會須予召開之期限屆滿。」

“Rights Issue” means where shares in the Company or warrant, options or other securities giving rights to subscribe for shares are offered, allotted and issued open for a period fixed by the Directors of the Company to shareholders of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares of the Company or any class thereof (subject to such exclusions or other arrangements as the Directors 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) the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase its shares, subject to paragraph (b) below and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;

(b) the total number of shares in the Company to be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution, and the said approval shall be limited accordingly;

(c) for the purposes of this resolution

“Relevant Period” means the period from the passing of this resolution until whichever is the earlier 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;

「配售新股」指於本公司董事會指定期間，向指定記錄日期名列股東名冊之本公司股東或任何類別股東按當日所持股份或類別股份之比例發售、配發及發行本公司股份、認股權證、購股權或可認購股份之其他證券（惟董事會可就零碎配額或香港以外任何地區之法律限制或責任，或當地任何認可監管機構或任何證券交易所之規定，作出其認為必需或適當之豁免或其他安排）。

B. 「動議：

(a) 在下文(b)段之限制下及根據所有適用法規一般及無條件批准本公司董事會在有關期間（定義見如下）行使本公司所有權力，以購回股份；

(b) 根據上文(a)段之批准，本公司在有關期間購回之股份總數不得超過於本決議案日期本公司已發行股本總面值之10%；而上述批准亦以此數額為限；

(c) 就本決議案而言，

「有關期間」乃指由本決議案通過之日期至下列三者之較早日期止之時間：

- (i) 本公司下屆股東週年大會散會；
- (ii) 本決議案被本公司股東於股東大會上通過普通決議案撤銷或修訂本決議案授予董事會之權力；

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(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 of the Bermuda or any applicable laws of Bermuda to be held.”; and

C. “**THAT** the general mandate granted to the Directors of the Company pursuant to the approval granted under resolution 4(A) above and for the time being in force to exercise the power of the Company to allot shares 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 in the capital of the Company which has been purchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to purchase such shares pursuant to the approval granted under resolution 4(B) above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of this resolution.”

By Order of the Board
Lei Hong Wai
Executive Director

Hong Kong, 30th April, 2003

(iii) 根據本公司細則、百慕達公司法或其他百慕達任何適用法例規定本公司下屆股東週年大會須予召開之期限屆滿。」；及

C. 「動議擴大根據上文第4(A)項決議案之批准授予本公司董事及當時生效行使本公司權力配發額外股份之一般授權，將本公司董事根據該項授權配發或有條件或無條件同意配發之本公司股本面值總額，加入相當於本公司董事根據上述第4(B)項決議案所批准之一般授權購回之本公司股份總面值，惟該等購回股份之數額不得超過通過本決議案之日本公司已發行股本總面值10%」。

承董事會命
執行董事
李雄偉

香港，二零零三年四月三十日

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Notes:

- (1) A member 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 member 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) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be lodged with the head office of the Company at Unit 609, 6/F, Miramar Tower, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong not less than 48 hours before the time fixed for holding the Meeting.
- (3) Only those members whose names are registered on the register of members of the Company on 22nd May, 2003, being the record date determined by the board of Directors of the Company, are entitled to vote or to appoint proxies to vote in their stead at the Annual General Meeting.
- (4) In relation to the resolution 4(A) set out in the notice convening the Annual General Meeting, approval is being sought from the members as a general mandate under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited ("Listing Rules") The Directors wish to state that they have no immediate plans to issue any new shares of the Company.
- (5) In relation to the resolution 4(B) set out in the notice concerning the Annual General Meeting, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in the circumstances which they deem appropriate for the benefit of the shareholders. The explanatory statement containing the information necessary to enable the shareholders to make an informed decision on whether to vote for or against the resolution as required by the listing Rules, will be set out in a separate document to be enclosed with the 2002 annual report.

附註：

- (1) 凡有權出席大會並於會上投票之股東均可委任一位或以上受委代表代其出席大會，並於表決時代其投票。受委代表毋須為本公司股東。倘委任之受委代表超過一位，則有關委任須註明各受委代表所授權之股份數目及類別。
- (2) 代表委任表格連同已簽署之授權書或其他授權文件(如有)或經公證人簽署證明之副本，最遲須於大會召開時間48小時前送達本公司之總辦事處，地址為香港九龍尖沙咀彌敦道132號美麗華大廈6樓609室，方為有效。
- (3) 僅於二零零三年五月二十二日(本公司董事會決定之記錄日期)名列本公司股東名冊之股東方有權於股東週年大會上投票，或委任受委代表投票。
- (4) 本公司根據香港聯合交易所有限公司證券上市規則(「上市規則」)正徵求股東批准授出股東週年大會通告第4(A)項決議案所載之一般授權而言，董事謹此聲明，目前並無任何計劃發行本公司任何新股。
- (5) 就股東週年大會通告第4(B)項決議案而言，董事謹此聲明，彼等將於符合各股東利益之情況下行使權力購回股份。有關之說明函件將載於二零零二年年報隨附之文件，其中載述上市規則規定之必要資料，使股東在投票贊成或反對有關決議案時作出知情決定。