



RICHE MULTI-MEDIA HOLDINGS LIMITED

豐采多媒體集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 764)

PROXY FORM

Proxy form for use at the annual general meeting to be held on Wednesday, 29 June 2005, at 3:00 p.m. and at any adjournment thereof

I/We ^(note 1) _____
of _____

being the registered holder(s) of ^(note 2) _____
shares of HK\$0.01 each in the capital of **RICHE MULTI-MEDIA HOLDINGS LIMITED (the "Company")**, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** or ^(note 3) _____
of _____

as my/our proxy to attend at the annual general meeting of the Company to be held at Unit 609, 6/F., Miramar Tower, 132 Nathan Road, Tsimshatsui, Kowloon, Hong Kong on Wednesday, 29 June 2005, at 3:00 p.m. and at any adjournment thereof, and vote for me/ us as indicated below ^(note 4).

ORDINARY RESOLUTIONS		FOR ^(note 4)	AGAINST ^(note 4)
1.	To receive and consider the financial statements of the Company and the reports of the directors and auditors for the year ended 31 December 2004.		
2.	(i) To re-elect Mr. Lei Hong Wai as a director of the Company;		
	(ii) To re-elect Mr. Ho Wai Chi, Paul as a director of the Company;		
	(iii) To re-elect Mr. Lien Wai Hung as a director of the Company; and		
	(iv) To authorize the Board ("Board") of directors of the Company to fix the directors' remuneration.		
3.	To appoint HLB Hodgson Impey Cheng as the auditors of the Company and authorize the Board to fix their remuneration.		
4.	(A) Ordinary Resolution No. 4A of the notice of annual general meeting (to give a general mandate to the directors to issue additional shares of the Company).		
	(B) Ordinary Resolution No. 4B of the notice of annual general meeting (to give a general mandate to the directors to repurchase securities of the Company).		
	(C) Ordinary Resolution No. 4C of the notice of annual general meeting (to extend the general mandate granted to the directors to issue additional shares of the Company).		
5.	Special Resolution No. 5 of the notice of annual general meeting (to approve amendments to the Bye-laws of the Company).		

Dated: _____ 2005 Shareholder's Signature ^(note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of HK\$0.01 each registered in your name(s). If no number is inserted, the proxy form will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out **"THE CHAIRMAN OF THE MEETING or"** and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE APPROPRIATE RESOLUTION. IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE APPROPRIATE RESOLUTION.** Failure to complete any or all boxes will entitle your proxy to cast his votes on the relevant resolutions 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 in the notice convening the meeting.
- This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, this proxy form must be under its common seal or under the hand of an officer or attorney duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the principal place of business 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 for holding the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.
- Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

* For identification purposes only