

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Brilliant Arts Multi-Media Holding Limited (the “Company”) will be held at Unit 1611, 16/F., Shun Tak Centre, West Tower, 168-200 Connaught Road Central, Hong Kong on Wednesday, 19 March 2008 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as a special resolution and an ordinary resolutions respectively:–

SPECIAL RESOLUTION

1. **“THAT**, conditional upon (i) the GEM Listing Committee of the Stock Exchange granting approval of the listing of and permission to deal in the Consolidated Shares (as defined below); (ii) approval by the Grand Court of Cayman Islands (the “Court”) and (iii) compliance with any conditions imposed by the Court and with effect from the date on which those conditions are fulfilled:–
 - (A) the share capital of the Company as at the date of filing of the order of the Court relating to the Capital Reduction (as defined below) at the Registrar of Companies in the Cayman Islands (“Order Date”) reducing the nominal value of each issued and unissued share from a par value of HK0.10 each to a par value of HK\$0.001, such reduction, in the case of the issued shares, to be effected by cancelling paid up capital to the extent of HK\$0.099 on each of the Shares in issue as of the date of this resolution (the “Capital Reduction”) so that following such reduction (i) the authorised capital of the Company shall be an amount of HK\$3,000,000 divided into 3,000,000,000 shares of par value HK\$0.001 each; (ii) each issued and unissued share of HK\$0.10 in the capital of the Company shall be treated as one share of HK\$0.001 in the capital of the Company (“Reduced Share”) and (iii) any liability of the holders of issued shares in the capital of the Company to make any further contribution to the capital of the Company on each such share shall be treated as satisfied;
 - (B) every ten unissued and issued Reduced Shares of HK\$0.001 each be consolidated into one Consolidated Share of HK\$0.01 and any fraction of Consolidated Shares arising from the share consolidation shall not be allocated to the holders of the Reduced Shares otherwise entitled thereto but such fractions shall be aggregated and be sold for the benefit of the Company (“Share Consolidation”);
 - (C) the credit arising from the Capital Reduction be applied towards cancelling the accumulated deficit of the Company with the balance to be transferred to the distributable capital reduction reserve account of the Company;

- (D) all of the Consolidated Shares resulting from the Capital Reduction shall rank pari passu in all respects and have the rights and privileges and be subject to the restrictions contained in the Company's articles of association;
- (E) the authorised share capital of the Company be increased by the creation of 2,700,000,000 new ordinary shares of HK\$0.01 each such as to increase the authorised share capital to HK\$30,000,000 divided into 3,000,000,000 Shares of HK\$0.01 each ("Increase in Authorised Share Capital"); and
- (F) the directors of the Company be and are hereby authorised generally to do all things they may consider appropriate and desirable to effect and implement the Capital Reduction, Share Consolidation, application of credit arising from the Capital Reduction, and Increase in Authorised Share Capital (together the "Capital Reorganisation")."

ORDINARY RESOLUTIONS

2. "THAT conditional on the Capital Reorganisation referred to in Resolution 1 becoming effective, the change of board lot size for trading in the Shares of the Company from 10,000 Shares to 4,000 Consolidated Shares with effect from the completion of the Capital Reorganisation be and is hereby approved and the Directors be and are hereby authorised to do all things and execute all documents as the Directors may in their absolute discretion deem necessary and desirable to effect and implement the foregoing."
3. "THAT subject to and conditional upon the granting by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the "Stock Exchange") of the listing of and permission to deal in the Shares or Consolidated Shares which may be issued pursuant to the exercise of options to be granted under the refreshed scheme mandate limit (the "Scheme Mandate Limit") under the share option scheme adopted on 2 August 2002, which entitles the Directors to grant options after the listing of Shares on the Stock Exchange, in the manner as set out in paragraph (a) of this resolution,
- (a) the refreshment of the Scheme Mandate Limit of up to 10 per cent. of the Shares in issue as at the date of passing of this resolution be and is hereby approved; and
- (b) the Directors be and are hereby authorised 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 arrangement."

By order of the Board
Brilliant Arts Multi-Media Holding Limited
Lei Hong Wai
Chairman

Hong Kong, 26 February 2008

Notes:

1. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his attorney duly authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person duly authorised.
2. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy duly appointed pursuant to the articles of association of the Company is entitled to vote on a show of hands at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
3. 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 that power or authority must be deposited at the Company's share registrar in Hong Kong, Tricor Secretaries Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
4. Where there are joint holders of any share, any one of such joint holders may vote at the meeting, either personally or by proxy, in respect of such share as if he were 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 in respect of such share shall alone be entitled to vote in respect thereof.

As at the date of this notice, the Board comprises two executive Directors namely, Lei Hong Wai and Yip Tai Him and three independent non-executive Directors namely, Lai Hok Lim, Leung Wai Man and Man Kong Yui.

This notice, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to Brilliant Arts Multi-Media Holding Limited. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This notice will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for at least 7 days from the date of its publication.