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CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 343)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Culturecom Holdings Limited (the “**Company**”) will be held at Empire Room 1, 1st Floor, Empire Hotel Hong Kong – Wanchai, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 24 January 2011 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

SPECIAL RESOLUTION

1. “**THAT** subject to and conditional upon, among others, (A) 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 New Shares (as defined below) arising from the Capital Reorganisation (as defined below); and (B) compliance by the Company with the requirements of section 46(2) of the Companies Act 1981 of Bermuda (as amended), with effect from 25 January 2011 or such other date as the directors of the Company (the “**Directors**”) may determine, the proposed capital reduction (the “**Capital Reduction**”) involving the reduction of: (i) the issued share capital of the Company by cancelling the paid-up capital of the Company to the extent of HK\$0.99 on each of the issued shares of par value of HK\$1.00 each in the share capital of the Company (the “**Existing Shares**”) such that the nominal value of each issued Existing Share will be reduced from HK\$1.00 to HK\$0.01 (the “**Issued Capital Reduction**”); and (ii) the authorised share capital of the Company by reducing the nominal value of all Existing Shares from HK\$1.00 each to HK\$0.01 each resulting in the reduction of the authorised share capital of the Company from HK\$1,000,000,000 divided into 1,000,000,000 Existing Shares to HK\$10,000,000 divided into 1,000,000,000 new shares of HK\$0.01 each (each such reduced share, a “**New Share**”) be and is hereby approved;

the amount of credit arising from the Issued Capital Reduction be transferred to the contributed surplus account of the Company and the Directors be and are hereby authorised to apply any credit balance in the contributed surplus account of the Company in accordance with the bye-laws of the Company and all applicable laws; and

that any one or more Director(s) be and is/are hereby authorised generally to do all such acts, deeds and things and to execute all documents, including under seal where applicable, as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect to and implement the Capital Reduction and the transactions contemplated thereunder.”

ORDINARY RESOLUTION

2. “**THAT** upon the proposed Capital Reduction becoming effective, the authorised share capital of the Company be increased from HK\$10,000,000 divided into 1,000,000,000 New Shares of HK\$0.01 each to HK\$2,000,000,000 divided into 200,000,000,000 New Shares of HK\$0.01 each and that any one or more Director(s) be and is/are hereby authorised generally to do all such acts, deeds and things and to execute all documents, including under seal where applicable, as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect to and implement the increase in the authorised share capital of the Company.”

By order of the Board
Culturecom Holdings Limited
Cheung Wai Tung
Chairman

Hong Kong, 29 December 2010

Registered office:
Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

*Head office and principal place of
business in Hong Kong:*
6th Floor, Culturecom Centre
47 Hung To Road, Kwun Tong
Kowloon, Hong Kong

Notes:

1. Any member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company's principal place of business in Hong Kong at 6th Floor, Culturecom Centre, 47 Hung To Road, Kwun Tong, Kowloon, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the Meeting or any adjourned Meeting.
3. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above Meeting or any adjournment thereof, should he so wish, and in such event, the form of proxy shall be deemed to be revoked.

As at the date of this announcement, the Board comprises of Mr. Cheung Wai Tung, Mr. Chu Bong Foo, Mr. Kwan Kin Chung, Mr. Wan Xiaolin, Mr. Chung Billy, Mr. Tang U Fai, Mr. Tang Kwing Chuen Kenneth and Mr. Chen Man Lung (all being executive Directors); and Mr. Tsang Wai Wa, Mr. Joseph Lee Chennault and Mr. Lai Qiang (all being independent non-executive Directors).

** for identification purpose only*