
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your securities in Culturecom Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SECURITIES AND TO ISSUE
NEW SHARES OF THE COMPANY AND
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of Culturecom Holdings Limited to be held at Empire Room 1, 1st Floor, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 11 August 2014 at 10:30 a.m. is set out on pages 15 to 18 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkex.com.hk).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the principal place of business of the Company at Suite 1102, 11th Floor, Chinachem Tower, 34-37 Connaught Road Central, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

* *for identification purpose only*

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RESPONSIBILITY STATEMENT

This document, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this document is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this document misleading.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Empire Room 1, 1st Floor, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 11 August 2014 at 10:30 a.m. to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 15 to 18 of this circular and at any adjournment thereof;
“Board”	the board of Directors;
“Buyback Mandate”	the repurchase mandate proposed to be granted to the Directors at the Annual General Meeting to exercise the powers of the Company to repurchase up to a maximum of 10% of the issued Shares and Warrants of the Company as at the date of passing the relevant resolution granting such mandate by the Shareholders;
“Bye-laws”	the Bye-laws adopted by the Company on 15 June 1993 and including subsequent amendments, and “Bye-law” shall mean a bye-law of the Bye-laws;
“Company”	CULTURECOM HOLDINGS LIMITED, an exempted company incorporated in Bermuda with limited liability, the securities of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Issuance Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant resolution granting such mandate by the Shareholders and the extension of the same by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate;
“Latest Practicable Date”	4 July 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Options”	options to subscribe for Shares granted under any share option scheme of the Company;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	The Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong.

LETTER FROM THE BOARD



CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 343)

Chairman and Non-Executive Director:

Mr. Chu Bong Foo

Executive Directors:

Ms. Chow Lai Wah Livia (*Vice Chairman*)

Dr. Lai Tak Kwong Andrew (*Chief Executive Officer*)

Mr. Kwan Kin Chung (*Managing Director*)

Mr. Chung Billy

Mr. Tang U Fai

Mr. Tang Kwing Chuen Kenneth

Mr. Chen Man Lung

Mr. Wan Xiaolin

Independent Non-Executive Directors:

Mr. Tsang Wai Wa

Mr. Joseph Lee Chennault

Mr. Lai Qiang

Ms. Ng Ying

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal Office:

Suite 1102, 11th Floor
Chinachem Tower
34-37 Connaught Road Central
Hong Kong

11 July 2014

To the Shareholders,

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SECURITIES AND TO ISSUE
NEW SHARES OF THE COMPANY AND
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the granting of the Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of retiring Directors.

* for identification purpose only

LETTER FROM THE BOARD

2. BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 12 August 2013, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares and Warrants and to issue new Shares respectively. Such mandates will lapse at the conclusion of the Annual General Meeting.

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to purchase on the Stock Exchange up to 10% of the Shares of the Company on the date of passing of such resolution (the “Buyback Mandate”);
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution (the “Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in ordinary resolutions nos. 9 and 10 set out in the notice of the Annual General Meeting. With reference to the Buyback Mandate, the Directors wish to state that they have no immediate plan to repurchase any Shares.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in the Appendix I to this circular.

3. RE-ELECTION OF RETIRED DIRECTORS

According to Bye-laws 101, 110(A) and 190(v) of the Bye-laws, Messrs. Wan Xiaolin, Kwan Kin Chung, Tang U Fai, Chow Lai Wah Livia, Lai Tak Kwong Andrew shall retire from office by rotation at the Annual General Meeting, and being eligible, offer themselves for re-election. Details of Messrs. Wan Xiaolin, Kwan Kin Chung, Tang U Fai, Chow Lai Wah Livia and Lai Tak Kwong Andrew which are required to be disclosed by the Listing Rules are set out in the Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of Annual General Meeting is set out on pages 15 to 18 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate and the re-election of Directors.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkex.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the principal place of business of the Company, at Suite 1102, 11th Floor, Chinachem Tower, 34-37 Connaught Road Central, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

5. VOTING AT ANNUAL GENERAL MEETING

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the general meetings must be taken by poll. The chairman of the Annual General Meeting will therefore demand a poll for every resolution put to the vote of the Annual General Meeting pursuant to Bye-law 78 of the Bye-laws.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders have a material interest in relation to the resolution to be proposed at the Annual General Meeting and no Shareholders shall be required to abstain from voting as the Annual General Meeting.

An announcement on poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate, the re-election of retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Buyback Mandate), Appendix II (Details of the Directors proposed to be re-elected at the Annual General Meeting).

Yours faithfully,
For and on behalf of
CULTURECOM HOLDINGS LIMITED
Chu Bong Foo
Chairman

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buyback Mandate.

1. REASONS FOR BUYBACK OF SECURITIES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of securities of the Company may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARES

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,171,613,946 Shares.

Subject to the passing of the ordinary resolution no. 9 set out in the notice of the Annual General Meeting in respect of the granting of the Buyback Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the date of the Annual General Meeting, the Directors would be authorised under the Buyback Mandate to repurchase a maximum of 117,161,394 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) during the period in which the Buyback Mandate remains in force.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association, the Bye-laws, the laws of Bermuda, and/or any other applicable laws.

The Company is empowered by its memorandum of association, the Bye-laws to repurchase Shares. The laws of Bermuda provide that the amount of capital paid in connection with a share repurchase by a company may only be paid out of either the capital paid up on the relevant shares, or the funds of the company which would otherwise be available for dividend or distribution or the proceeds of a fresh issue of shares made for such purpose. The amount of premium payable on repurchase may only be paid out of funds of the company which would otherwise be available for dividend or distribution or out of the share premium account of the company before the shares are repurchased.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2014) in the event that the Buyback Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Buyback Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, each of Mr. Dizon Basilio and Ms. Chow Lai Wah Livia was respectively deemed to be interested in 314,756,612 Shares and 314,756,612 Shares, representing approximately 26.87% and 26.87% of the Shares issued by the Company respectively. In the event that the Directors exercise in full the power to repurchase Shares of the Company in accordance with the Buyback Mandate, the shareholding of Mr. Dizon Basilio and Ms. Chow Lai Wah Livia will be increased to approximately 29.85% and 29.85% respectively of the issued share capital of the Company. The Board of Directors has no intention to exercise the Buyback Mandate, and will not give rise to an obligation for the Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Buyback Mandate in accordance with the Listing Rules and the laws of Bermuda.

APPENDIX I EXPLANATORY STATEMENT ON THE BUYBACK MANDATE

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months and up to the Latest Practicable Date were as follows:

	Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2013		
June	1.42	1.03
July	1.62	1.15
August	1.53	1.35
September	1.6	1.3
October	1.54	1.34
November	1.6	1.3
December	1.39	1.15
2014		
January	1.88	1.15
February	1.52	1.3
March	1.45	1.03
April	1.17	1.03
May	1.09	0.84
June	0.99	0.85
July (up to the Latest Practicable Date)	0.92	0.89

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors who will retire at the Annual General Meeting according to the Bye-laws and will be proposed to be re-elected at the Annual General Meeting are provided below.

Mr. Wan Xiaolin, aged 56, an Executive Director

Experience and Length of service

Mr. Wan Xiaolin, aged 56, joined the Group as the general manager in January 2000 and is responsible for the group administration, human resources and training, accounts and finance and information technology related management activities. Mr. Wan holds a Bachelor of Arts Degree in Economics from Shanghai Maritime University, Shanghai, PRC. Prior to joining the Group, he was general manager of China Merchants Transportation Group for finance and accounting division. Mr. Wan was appointed as an executive director of the Company in July 2002, and is a director of certain subsidiaries of the Group. Mr. Wan was an executive director of China Bio Cassava Holdings Limited, whose shares are listed on Growth Enterprise Market of the Stock Exchange, and had been resigned with effect from 29 June 2013.

Positions held with the Company and other members of the Company's group

Save as disclosed above, Mr. Wan does not hold any other position with the Company and other members of the Company's group.

Other directorships held in listed public companies

Save as disclosed above, Mr. Wan has not held any other directorships in other listed public companies in the last three years.

Relationships

Other than the relationship arising from his being an Executive Director, Mr. Wan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in securities

As at the Latest Practicable Date, Mr. Wan has interests in (i) 329,100 options of the Company (which was expired on 18 December 2013), and (ii) 50,000 shares of the Company, approximately 0.01% of the Company's issued share capital within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO"). Mr. Wan is beneficially interested in 3,250,000 options in China Bio Cassava Holdings Limited, which has been lapsed on 29 June 2013, within the meaning of Part XV of the SFO.

Director's emoluments

There is no service contract entered between the Company and Mr. Wan. During the financial year ended 31st March 2014, Mr. Wan received director's emolument of HK\$636,000 and director's fee of HK\$120,000 which is determined by reference to his duties and responsibilities with the Company.

Matters that need to be brought to the attention of the Shareholders

There are no other matters that need to be brought to the attention of the Shareholders. There are no other matters that is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Kwan Kin Chung, aged 45, an Executive Director and Managing Director*Experience and Length of service*

Mr. Kwan Kin Chung, aged 45, joined the Group in 1998 and was appointed as an Executive Director and Managing Director of the Company in March 2008, and is a director of certain subsidiaries of the Group. Mr. Kwan held the position as vice president of the Group from 1998 to 2002 and was appointed as an acting chief executive officer of the Company in April 2007. During the period of serving as the vice president of the Group, Mr. Kwan was also the vice publisher of Tin Tin Daily News where he gained wealth of experience in media industry. Mr. Kwan holds the position of managing director of China Bio Cassava Holdings Limited whose shares are listed on the Growth Enterprise Market of the Stock Exchange. Mr. Kwan has extensive experience in businesses restructuring and corporate investment. He holds a Bachelor Degree of Arts in Economics from Zhongshan University, Guangzhou, PRC.

Positions held with the Company and other members of the Company's group

Save as disclosed above, Mr. Kwan does not hold any other position with the Company and other members of the Company's group.

Other directorships held in listed public companies

Save as disclosed above, Mr. Kwan has not held any other directorships in other listed public companies in the last three years.

Relationships

Other than the relationship arising from his being an Executive Director and Managing Director, Mr. Kwan does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in securities

As at the Latest Practicable Date, Mr. Kwan is beneficially interested in 1,864,900 Options of the Company within the meaning of Part XV of the SFO. In addition, Mr. Kwan is beneficially interested in 6,450,000 Options of China Bio Cassava Holdings Limited (Stock Code: 8129), the associated company of the Company, within the meaning of Part XV of the SFO.

Director's emoluments

There is no service contract entered between Mr. Kwan and the Company. During the financial year ended 31st March 2014, Mr. Kwan received director's emolument of HK\$725,000 and director's fee of HK\$120,000 which is determined by reference to his duties and responsibilities with the Company.

Matters that need to be brought to the attention of the Shareholders

There are no other matters that need to be brought to the attention of the Shareholders. There are no other matters that is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Mr. Tang U Fai, aged 40, an Executive Director*Experience and Length of service*

Mr. Tang U Fai, aged 40, was appointed as an Executive Director of the Company in March 2008, and is a director of certain subsidiaries of the Group. Mr. Tang holds a Bachelor of Science degree in Computer Science and Economics from the University of Victoria, Canada and a Master of Science degree in Software Engineering from the University of Macau. Mr. Tang joined the Group as the chief technology officer in May 2001. In 2003, he was further appointed as the general manager of Etown Online (Macau) Limited where he was gained extensive executive experience.

Positions held with the Company and other members of the Company's group

Save as disclosed above, Mr. Tang does not hold any other position with the Company and other members of the Company's group.

Other directorships held in listed public companies

Save as disclosed above, Mr. Tang has not held any other directorships in other listed public companies in the last three years.

Relationships

Other than the relationship arising from his being an Executive Director, Mr. Tang does not have any relationships with any other directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in securities

As at the Latest Practicable Date, Mr. Tang is beneficially interested in 1,974,600 Options in the Company, which 109,700 Options were expired on 18 December 2013, within the meaning of Part XV of the SFO. In addition, Mr. Tang is beneficially interested in 1,000,000 Options of China Bio Cassava Holdings Limited (Stock Code: 8129), the associated company of the Company, within the meaning of Part XV of the SFO.

Director's emoluments

There is no service contract entered between the Company and Mr. Tang. During the financial year ended 31st March 2014, Mr. Tang received emolument of HK\$142,333 and director fees of HK\$120,000 which is determined by reference to his duties and responsibilities with the Company.

Matters that need to be brought to the attention of the Shareholders

There are no other matters that need to be brought to the attention of the Shareholders. There are no other matters that is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Ms. Chow Lai Wah Livia, aged 53, the Vice Chairman and an Executive Director*Experience and Length of service*

Ms. Chow Lai Wah Livia ("Ms. Chow"), aged 53, joined the Company in April 2008 and was appointed as an Executive Director on 17 May 2011, and as Vice Chairman of the Board of Directors of the Company on 26 March 2012. Currently, Ms. Chow is a member of the Corporate Governance Committee of the Company. Ms. Chow is a director of L&W Holding Limited which is one of the substantial shareholders of the Company. Ms. Chow presently is responsible for corporate executive and managerial activities. Prior to joining the Company, Ms. Chow was the president of East Universal Investments Inc. whose based in the United States for 11 years. She has over 21 years of extensive experience in the regime of executive and corporate development.

Positions held with the Company and other members of the Company's group

Ms. Chow is the Administration Management of Sai Van Club Management Services Limited, an indirectly owned subsidiary of the Company. Save as disclosed above, Ms. Chow does not hold any other position with the Company and other members of the Company's group.

Other directorships held in listed public companies

Save as disclosed above, Ms. Chow has not held any other directorships in other listed public companies in the last three years.

Relationships

Other than the relationship arising from her being an Executive Director, Ms. Chow is the spouse of Mr. Dizon Basilio, a substantial shareholder of the Company; Ms. Chow does not have any relationships with any other Directors, senior management, or controlling shareholders (as defined in the Listing Rules) of the Company.

Director's emoluments

Ms. Chow has an employment contract with the Company. Ms. Chow received director's fee of HK\$120,000 for the financial year ended 31st March 2014. During the financial year ended 31st March 2014, Ms. Chow received director's emolument of HK\$276,000 which is determined by reference to her duties and responsibilities with the Company.

Matters that need to be brought to the attention of the Shareholders

There are not other matters that need to be brought to the attention of the Shareholders. There are no other matters that is required to be disclosed pursuant to paragraphs 13.51 (2)(h) to 13.51 (2)(v) of the Listing Rules.

Dr. Lai Tak Kwong Andrew, aged 60, an Executive Director and Chief Executive Officer*Experience and Length of service*

Dr. Lai Tak Kwong Andrew, aged 60, is appointed as an Executive Director and Chief Executive Officer on 2 April 2014. Dr. Lai is a corporate vice president of United States Hewlett-Packard (the "HP") and general manager of HP Global Delivery China Center (the "GDCC"). In 2003, he was appointed as the chief executive officer of Bytewatch Inc., a high-profile, fast-paced silicon valley company. In 2006, Dr. Lai was named as 2006 Shanghai HP board of director, president of HP Software Engineering Academy and vice president and general manager of HP GDCC with clients mainly from Europe, the Americas and Fortune 500 listed companies in Asia. He held a Master of Business Administration and Master of Computer Science from the University of Southern California, Los Angeles, as well as a Bachelor Degree and Doctor of Philosophy in Computer Science from United States University.

Positions held with the Company and other members of the Company's group

Save as disclosed above, Dr. Lai does not hold any other position with the Company and other members of the Company's group.

Other directorships held in listed public companies

Save as disclosed above, Dr. Lai has not held any other directorships in other listed public companies in the last three years.

Relationships

Other than the relationship arising from his being an Executive Director and Chief Executive Officer, Dr. Lai does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules), or controlling shareholders (as defined in the Listing Rules) of the Company.

Interests in securities

As at the Latest Practicable Date, Dr. Lai did not have any interests or short position in the Shares or underlying Shares in the Company or its associated corporations within the meaning of Part XC of the SFO.

Director's emoluments

There is no service contract entered between Dr. Lai and the Company. During the financial year ended 31st March 2014, Dr. Lai had not received any director's emolument.

Matters that need to be brought to the attention of the Shareholders

There are no other matters that need to be brought to the attention of the Shareholders. There are no other matters that is required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 343)

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Culturecom Holdings Limited (the “Company”) will be held at Empire Room 1, 1st Floor, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wanchai, Hong Kong on Monday, 11 August 2014 at 10:30 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 March 2014.
2. To confirm, ratify and approve the payment of Directors’ fee to Directors for the year ended 31 March 2014.
3. To re-elect Mr. Wan Xiaolin as Director.
4. To re-elect Mr. Kwan Kin Chung as Director.
5. To re-elect Mr. Tang U Fai as Director.
6. To re-elect Ms. Chow Lai Wah Livia as Director.
7. To re-elect Dr. Lai Tak Kwong Andrew as Director.
8. To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

* for identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

9. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its securities, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly;
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
 - (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 or any applicable laws to be held.”
10. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
- (i) the exercise of the subscription rights attaching to the warrants issued by the Company;
 - (ii) a Rights Issue (as defined below);
 - (iii) the exercise of options under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme 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 exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meeting; and
- (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 or any applicable laws to be held;

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or 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 any relevant jurisdiction or the requirements of any recognised regulatory body or any stock exchange).

NOTICE OF ANNUAL GENERAL MEETING

11. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an Ordinary Resolution:

“**THAT** conditional upon the passing of resolutions nos. 9 and 10 set out in the notice convening this meeting, the general mandate referred to in resolution no. 10 above be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution no. 9 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

On behalf of the Board
CULTURECOM HOLDINGS LIMITED
Chu Bong Foo
Chairman

Hong Kong, 11 July 2014

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, this form of proxy 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 head office and principal place of business of the Company at Suite 1102, 11th Floor, Chinachem Tower, 34-37 Connaught Road Central, Hong Kong not less than 48 hours before the time of the meeting or any adjourned meeting.
- (3) The principal register of members and branch registers of members of the Company will be closed from 7 August 2014 to 11 August 2014, both days inclusive.