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A copy of this application form together with copies of the prospectus (the "Prospectus") dated 25 August 2014 issued by Culturecom Holdings Limited and the other document(s) specified in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix II to the Prospectus have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding up and Miscellaneous Provisions) Ordinance of Hong Kong. The Registrar of Companies in Hong Kong and the Securities and Futures Commission of Hong Kong take no responsibility as to the contents of any of these documents.



## CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 343)

**Private Placing of Warrants  
being warrants in registered form to subscribe for shares in the capital of  
Culturecom Holdings Limited**

### APPLICATION FORM

This form, when completed, should be delivered by hand together with the cheque(s) or cashiers' order(s) for the relevant amount(s) in full to Kingston Securities Limited of Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong for the attention of Ms. Rosita Kiu by no later than 4:00 p.m. (Hong Kong time) on or before 8 September 2014, provided always that Kingston Securities Limited shall have an absolute discretion to accept or reject any application under any application form(s) arriving after that time.

To: Culturecom Holdings Limited (the "Company")  
Kingston Securities Limited

Dear Sirs,

**Private placing of warrants being warrants in registered form in units of HK\$0.75 of subscription rights entitling the holders thereof to subscribe for shares of HK\$0.01 each in the capital of the Company up to an aggregate amount of HK\$118,125,000 (the "Warrants")**

I/We refer to my/our previous communication(s) in connection with the placing by Kingston Securities Limited (the "Placing Agent") on a private basis (the "Placing") of Warrants to subscribe for shares (the "Shares") of HK\$0.01 each in the capital of the Company at HK\$0.16 per Warrant (the "Placing Price"). One unit of subscription rights shall initially entitle the holder(s) thereof to subscribe for one Share on the basis of the initial subscription price of HK\$0.75 per Share, subject to adjustment. I/We acknowledge receipt of a copy of the prospectus dated 25 August 2014 issued by the Company relating to the Warrants (the "Prospectus").

I/We irrevocably confirm my/our application to subscribe for \_\_\_\_\_ Warrants in accordance with the terms and conditions (the "Terms and Conditions") set out in this application form (the "Application Form") and in the Prospectus. I/We acknowledge that my/our application hereunder is not capable of being withdrawn.

I/We enclose (a) cheque(s) or (a) cashier's order(s) in the sum(s) of \_\_\_\_\_ representing the aggregate of the total Placing Price payable for the Warrants to be subscribed by me/us and the brokerage at the rate of 1% and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") trading fee of 0.005% and Securities and Futures Commission ("SFC") transaction levy of 0.003% of the Placing Price in Hong Kong dollars in accordance with and subject to the provisions of paragraph 2 of the Terms and Conditions.

Subject to the Terms and Conditions, following clearance of the funds remitted by me/us to you. Please arrange for the Warrants for which I/we have subscribed to be registered and delivered in accordance with the instructions provided in the Registration Section below.

#### Representation, Undertaking and Declaration

I/We have carefully read and considered the Terms and Conditions and the terms and conditions of the Prospectus and agree to be bound thereby.

I/We hereby acknowledge that the paragraphs set out in the Terms and Conditions shall apply to the Warrants applied for by me/us pursuant hereto and hereby represent and undertake to you in the terms of those paragraphs.

**I/We hereby further represent and declare that (in the case the applicant is a nominee company or a nominee, the following representation and declaration must be made on behalf of and duly authorised by and shall be in respect of the relevant beneficial owner(s) as well as the applicant):**

- (i) I am/we are not\* an employee(s) or past employee(s) of the Company;
- (ii) I am/we are not\* an employee(s) or past employee(s) or a connected client (as that term is defined in Appendix 6 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules")) of the Placing Agent or any other distributor (as that term is defined in Appendix 6 to the Listing Rules) involved in the Placing;

\* for identification purpose only

- (iii) I am/we are not\* (a) connected person(s) (as that term is defined in the Listing Rules) of the Company;
- (iv) I am/we are not\* (a) shareholder(s) of the Company (Stock Code: 343) and am/are beneficially interested in not more than \_\_\_\_\_ Shares;
- (v) I am/we are not\* directly or indirectly funded or backed by the Company, its directors, its substantial shareholder(s), its chief executives or any of their respective associates (as that term is defined in the Listing Rules);
- (vi) I am/we are not\* (a) person(s) who is/are accustomed to take instructions from a connected person (as that term is defined in the Listing Rules) in relation to the acquisition, disposal, voting or any other disposition of securities in the Company;
- (vii) I am/we are not\* prohibited from being placed with or taking up any Warrants under Appendix 6 to the Listing Rules;
- (viii) this application is made by me/us for my/our own benefit and, in the case of a nominee company, by us as nominee for and on behalf of the beneficial owner(s) whose name(s) is/are set in the Registration Section herein; and
- (ix) my/our decision to invest in the Warrants pursuant to this Application Form is strictly based on commercial reasons; I am/we are not relying on any representations or warranties other than those set out in the Prospectus or the Application Form and I/we do not have or possess any price-sensitive information relating to the Shares save and except such as is disclosed in the Prospectus and information and materials that are already public knowledge.

I/we hereby confirm my/our understanding that the above representations and declarations shall be relied upon by the Company in deciding whether or not to accept my/our subscription herein. I/We acknowledge that the Warrants are offered to me/us in Hong Kong.

\* Delete whichever is not applicable, failing which paragraphs (i) to (vii) shall be deemed to be negative statements

### REGISTRATION SECTION

All sections must be completed in full. Warrants shall be registered in accordance with the details provided below.

All communications shall be sent to the first named registered holder. If there are to be joint registered holders (which may not exceed four in number), all must be named in this Application Form. Warrants may not be registered in the name of: (i) any person under the age of 18, (ii) any partnership, trust or executorship or (iii) any unlimited society or association.

(PLEASE USE BLOCK LETTERS)

Where the applicant(s) is/are (an) individual(s), please provide the following particulars:

<p>1. Name of registered holder (in full)</p> <p>_____</p> <p>Address _____</p> <p>_____</p> <p>_____</p> <p>Passport no./Hong Kong I.D. card no. _____</p>	<p>2. Name of registered holder (in full)</p> <p>_____</p> <p>Address _____</p> <p>_____</p> <p>_____</p> <p>Passport no./Hong Kong I.D. card no. _____</p>
<p>3. Name of registered holder (in full)</p> <p>_____</p> <p>Address _____</p> <p>_____</p> <p>_____</p> <p>Passport no./Hong Kong I.D. card no. _____</p>	<p>4. Name of registered holder (in full)</p> <p>_____</p> <p>Address _____</p> <p>_____</p> <p>_____</p> <p>Passport no./Hong Kong I.D. card no. _____</p>

Where the applicant(s) is/are a company/companies or a nominee company/companies, please provide the following particulars:

1. Name of company (in full) as  
Registered Holder \_\_\_\_\_

\_\_\_\_\_

Registered Office \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Business Registration  
Certificate No

\_\_\_\_\_

Name of all beneficial owner(s) in full

\_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Passport no./Hong Kong  
I.D. card no. \_\_\_\_\_

2. Name of company (in full) as  
Registered Holder \_\_\_\_\_

\_\_\_\_\_

Registered Office \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Business Registration  
Certificate No

\_\_\_\_\_

Name of all beneficial owner(s) in full

\_\_\_\_\_

Address \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Passport no./Hong Kong  
I.D. card no. \_\_\_\_\_

If the space provided above is insufficient, please provide further details in a separate sheet(s) of paper.

Delivery instructions:

\_\_\_\_\_

For CCASS settlement  
CCASS participant I.D. Account No.

\_\_\_\_\_

Contact name: \_\_\_\_\_

Address: \_\_\_\_\_

Telephone No.: \_\_\_\_\_

Yours faithfully,  
(where the applicant(s) is/are (an  
individual(s))

Yours faithfully  
(where the applicant(s) is/are  
a company/companies)

\_\_\_\_\_  
Name(s) of Applicant(s) (Individuals)

For: \_\_\_\_\_

by: \_\_\_\_\_  
(Authorised Signatory)

Date: \_\_\_\_\_

Capacity of authorised

Signatory: \_\_\_\_\_

Date: \_\_\_\_\_

**SPECIMEN SIGNATURE(S) OF (ALL) APPLICANT(S):**

\_\_\_\_\_  
Name of applicant in capitals:

\_\_\_\_\_  
Name of applicant in capitals:

\_\_\_\_\_  
Name of applicant in capitals:

\_\_\_\_\_  
Name of applicant in capitals:

## TERMS AND CONDITIONS

Any application made by any person/company (the “**Applicant**”) pursuant to this Application Form shall be subject to the following terms and conditions:

### 1. Subscription for Warrants

The Applicant acknowledges that Warrants shall be issued at the Placing Price per Warrant, subject to, inter alia, the issue of the Warrants and their being admitted to listing by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) no later than 5:30 p.m. on 19 September 2014 (or such later time as the Placing Agent may determine) and the other conditions referred to herein.

The Applicant acknowledges and agrees (and in the case of paragraphs (g) and (h) below, represents and warrants to the Placing Agent and the Company) that:

- (a) the Applicant has not relied on any information, representation or warranty supplied or made by or on behalf of the Company or the Placing Agent or any other distributor (as that term is defined in Appendix 6 to the Listing Rules) or party involved in the Placing;
- (b) time is of the essence in relation to the agreement constituted by the Company’s and/or the Placing Agent’s acceptance of the Applicant’s application;
- (c) the Applicant’s application to subscribe for the Warrants constitutes the Applicant’s authorisation to the Company and the Placing Agent to complete, on the Applicant’s behalf, all necessary documents required in connection with the subscription of the Warrants and the registration of the Warrants in the Applicant’s name (or the name of the Applicant’s nominee);
- (d) the Applicant shall comply with all laws, regulations and restrictions which may be applicable in the Applicant’s jurisdiction and the Applicant has obtained or shall obtain any consent, approval or authorisation required for the Applicant to subscribe and accept delivery of the Warrants and any Shares falling to be issued pursuant to the exercise of the subscription rights attached to the Warrants and that the Applicant shall not directly or indirectly sell or deliver the Warrants or distribute or publish any publication or document in relation to the Placing or the Warrants;
- (e) the Applicant acknowledges the confidential nature of the matters to which the Placing relates and, accordingly, the Applicant shall not disclose the existence or any part of the contents of this Application Form to any third party without the Company’s and the Placing Agent’s prior written consents;
- (f) the Applicant agrees and acknowledges that the Applicant shall not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of this application by the Company;
- (g) the Applicant warrants that, if the Applicant signs this Application Form as agent or nominee for someone else, the Applicant has due authority to do so and to make and give any representation, undertaking and declaration under this application on behalf of and with respect to that other person as well as the Applicant;
- (h) the Applicant shall comply strictly with the terms of this Application Form (including, without limitation, the provisions of paragraphs 4 and 5 below) and the terms of the Prospectus in subscribing for the Warrants;
- (i) the Applicant (and any nominee specified by the Applicant) is not a connected person (as that term is defined in the Listing Rules) of the Company;
- (j) the Applicant (and any nominee specified by the Applicant) is not an employee, a past employee or a connected client (as that term is defined in Appendix 6 to the Listing Rules) of the Placing Agent or any distributor (as that term is defined in Appendix 6 to the Listing Rules) in relation to the Placing;
- (k) the Applicant is not (an) employee(s) or (a) past employee(s) of the Company;
- (l) the Applicant is not prohibited from being placed with or taking up any Warrants under Appendix 6 to the Listing Rules; and
- (m) the Company and the Placing Agent are entitled to rely on any warranty, representation, undertaking and declaration made by the Applicant in this application.

### 2. Payment

Payment of the Issue Price for the Warrants to be issued (including brokerage at the rate of 1% and the Stock Exchange trading fee of 0.005% and SFC transaction levy of 0.003% of the Placing Price) must be made in Hong Kong dollars for value in full in Hong Kong by cashiers’ order(s) or cheque(s) crossed “Account Payee Only” (dated no later than the date on which this Application Form is returned to the Placing Agent) made in favour of Kingston Securities Limited and must be enclosed with this Application Form.

If the above payment is by cheque(s), the cheque(s) must be drawn on the Applicant’s (or, in the case of joint applicants, the first-named applicant’s) Hong Kong dollar bank account in Hong Kong and bearing the account name (either pre-printed by the Applicant’s bank before issue to the Applicant or certified by such bank on the reverse of the cheque by an authorised signatory) which must correspond with the name of the Applicant (or, in the case of joint applicants, with the name of the first-named applicant), and/or on the reverse of the cashiers’ order the bank has certified by an authorised signatory the name of the purchaser which must correspond with the name of the Applicant (or, in the case of joint applicants, the name of the first-named applicant). Applications which do not comply with the foregoing are liable to be rejected.

The Applicant acknowledges that the Placing Agent has the right but not the obligation to advance or to arrange the payment of funds to cover any delay in receipt of the Applicant’s payment and to charge the Applicant interest thereon at 2% over prime rate in Hong Kong dollars as quoted by The Hongkong and Shanghai Banking Corporation Limited from time to time on the amount unpaid from the date payment is due from the Applicant to the date of actual payment.

Subject to the conditions and the termination right set out in paragraph 3 below, Warrants shall be issued and allotted by the Company pursuant to the Agreement (as hereinafter defined).

### **3. Conditions**

The Applicant's application to subscribe for the Warrants is made subject to the terms of this Application Form, the memorandum of association and bye-laws of the Company, the placing agreement (the "**Agreement**") dated 30 July 2014 entered into between the Company and the Placing Agent relating to the Placing (as defined therein) and subject to the terms and conditions set out in or incorporated in the Prospectus. In addition, it is subject to the conditions specified in the Agreement (as specified in the Agreement) and the Placing Agent's obligations thereunder not being terminated in accordance with the terms of the Agreement. If all such conditions have not been fulfilled (including in particular, but not limited to, the Agreement becoming unconditional) or waived on or before the relevant time and date specified therein or such later time(s) and/or date(s) as the parties to the Agreement may agree, or, if the Placing Agent's obligations thereunder are terminated, all monies received in relation to the subscription of Warrants shall be returned to the Applicant without interest. Furthermore, the Applicant's application hereunder is subject to (i) the Stock Exchange having no objection to the Applicant to be placed with or being a subscriber to the Warrants and (ii) the requirements of the placing guidelines set out in Appendix 6 to the Listing Rules having been met, and by returning this Application Form, the Applicant acknowledges and agrees that no Warrants shall be made available to the Applicant for subscription should the Stock Exchange so raise its objection and the Applicant shall have no claim or rights whatsoever against the Placing Agent, the Company or any other distributor (as that term is defined in Appendix 6 to the Listing Rules) involved in the Placing in this regard.

### **4. Selling Restrictions**

Under the terms of the Agreement, the Warrants have not been and shall not be offered or sold and the Prospectus has not been and shall not be distributed in any jurisdiction except Hong Kong and only in compliance with all applicable laws and regulations of Hong Kong.

### **5. Rejection/reduction of application**

Without prejudice to any other terms and conditions set out herein, the Applicant hereby acknowledges and agrees that the Applicant's application hereunder is liable to be rejected or refined by the Placing Agent at its absolute discretion without assigning any reason therefor.

### **6. Governing Law**

This Application Form and the arrangements referred to herein shall be governed by and construed in accordance with the laws of Hong Kong for the time being in force and the parties hereto hereby submit to the non-exclusive jurisdiction of the Hong Kong Courts.

### **MISCELLANEOUS**

The results of the Placing and the allocation of the Warrants are expected to be available on or before 19 September 2014. Warrant certificates in respect of the Warrants are expected to be issued against receipt and clearance of the Placing Price together with brokerage and Stock Exchange trading fee and the SFC transaction levy and shall be despatched in due course at the risk of the holder(s) entitled thereto to the address specified in the registration section of this Application Form. Warrant certificates shall be issued each in the amount of one board lot of 15,000 Warrants value at HK\$11,250 of subscription rights of Warrants.

Application has been made to the Stock Exchange for listing of, and permission to deal in, the Warrants and the new Shares falling to be issued on exercise of the subscription rights attached to the Warrants. Listing of, and dealing in, the Warrants on the Stock Exchange is expected to begin on 22 September 2014.