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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)

(Warrant Code: 1453)

### **REVISED NOTICE OF ANNUAL GENERAL MEETING**

Reference is made to the notice of annual general meeting (the “**Annual General Meeting**”) of Culturecom Holdings Limited (the “**Company**”) dated 8 July 2016 (the “**Original Notice**”), which set out the date, time and venue of the Annual General Meeting and the resolutions to be proposed for the approval by the shareholders of the Company (the “**Shareholders**”).

**REVISED NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Company will be postponed and held at Falcon Room I, Gloucester Luk Kwok Hong Kong Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 20 September 2016 at 10:30 a.m. to transact the following businesses:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 March 2016.
2. To confirm, ratify and approve the payment of Directors’ fees to the Directors for the year ended 31 March 2016.
3. To re-elect Mr. Kwan Kin Chung as Director, the terms of appointment of which are set out in the supplemental circular of the Company dated 15 August 2016 (the “**Supplemental Circular**”).
4. To re-elect Dr. Lai Tak Kwong Andrew as Director, the terms of appointment of which are set out in the Supplemental Circular.
5. To re-elect Ms. Ng Ying as Director, the terms of appointment of which are set out in the circular of the Company dated 8 July 2016 (the “**Original Circular**”).

6. To re-elect Mr. Joseph Lee Chennault as Director, the terms of appointment of which are set out in the Original Circular.
7. 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.
8. 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 the 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) the total amount of subscription rights attached to the warrants of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total amount of subscription rights attached to such warrants outstanding on the date of passing of this resolution and the said approval shall be limited accordingly; and
- (d) 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.”

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 (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;
- (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 share 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 the 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 the holders of the shares of the Company or any class thereof on the register of members of the Company 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).

10. 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. 8 and 9 set out in the notice convening this meeting, the general mandate referred to in resolution no. 9 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. 8 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.”

By Order of the Board  
**CULTURECOM HOLDINGS LIMITED**  
**Chu Bong Foo**  
*Chairman*

Hong Kong, 15 August 2016

*Notes:*

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or (if, holding two or more shares more than one) proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) For more information of the other resolutions to be considered at the postponed Annual General Meeting, please refer to the Original Circular.

- (3) 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 Room 2305-06, 23/F, Hing Yip Commercial Centre, 272-284 Des Voeux Road Central, Hong Kong not later than 48 hours before the time of the postponed Annual General Meeting or any adjourned meeting (as the case may be) (the “**Closing Time**”).
- (4) Since the proxy form for the Annual General Meeting which was dispatched to Shareholders on 8 July 2016 (the “**Original Proxy Form**”) does not contain all the resolutions as set out in this Revised Notice of the Annual General Meeting, a new form of proxy (the “**Revised Proxy Form**”) has been prepared and is enclosed with this Revised Notice of the Annual General Meeting.
- (5) A Shareholder who has not yet lodged the Original Proxy Form with the Company is advised to lodge the Revised Proxy Form if he/she/it wishes to appoint proxy(ies) to attend the postponed Annual General Meeting on his/her/its behalf. In this case, the Original Proxy Form should not be lodged with the Company.
- (6) For any Shareholder who has already submitted the Original Proxy Form with the Company according to the instructions set out in the Original Notice, please note that:
  - (i) if no Revised Proxy Form is lodged with the Company, the Original Proxy Form will be treated as a valid proxy form lodged by him/her/it if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she/it may be directed under the Original Proxy Form, and in respect of the revised resolutions as set out in this Revised Notice of the Annual General Meeting and the Revised Proxy Form, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution(s);
  - (ii) if the Revised Proxy Form is lodged with the Company before the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the relevant Shareholder. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed; and
  - (iii) if the Revised Proxy Form is lodged with the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be deemed invalid. The Original Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form had been lodged with the Company. Accordingly, the Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Company before the Closing Time.
- (7) The principal register of members and branch registers of members and warrant holders of the Company will be closed from 14 September 2016 to 20 September 2016, both days inclusive.

*As at the date of this announcement, the Board comprises of Ms. Chow Lai Wah Livia (being the Vice Chairman and Executive Director), Dr. Lai Tak Kwong Andrew, Mr. Kwan Kin Chung, Mr. Chung Billy, Mr. Tang U Fai, Mr. Tang Kwing Chuen Kenneth and Mr. Chen Man Lung (all being Executive Directors); Mr. Chu Bong Foo (being the Chairman and Non-Executive Director) and Mr. Fan Chun Wah Andrew, Mr. Joseph Lee Chennault, Mr. Lai Qiang and Ms. Ng Ying (all being Independent Non-Executive Directors).*

*\* for identification purpose only*