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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: 00343)**

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

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Culturecom Holdings Limited (the “**Company**”) will be held as a hybrid meeting at Suite 1502, 15/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong and online on Tuesday, 23 August 2022 at 10:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2022.
2. To confirm, ratify and approve the payment of Directors’ fee to Directors for the year ended 31 March 2022.
3.
  - (i) To re-elect Mr. Wong Kon Man Jason as Director;
  - (ii) To re-elect Mr. Yuen Kin as Director;
  - (iii) To re-elect Mr. Wong Kwan Kit as Director;
  - (iv) To re-elect Mr. Fan Chun Wah Andrew as Director;
  - (v) To authorise the board of Directors to fix the remuneration of the Directors;
4. To re-appoint Gary Cheng CPA Limited 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*

5. 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.”

6. 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 authorize 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 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 recognized regulatory body or any stock exchange).”

7. 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. 5 and 6 set out in the notice convening this meeting, the general mandate referred to in resolution no. 6 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. 5 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.”

### **SPECIAL RESOLUTION**

8. As special business, consider and, if thought fit, passing the following resolution as a special resolution:

“**THAT** the existing Bye-laws be amended in the manner as set out in Appendix III to the circular of the Company dated 21 July 2022 (the “**Circular**”) and the amended and restated Bye-laws (the “**Amended and Restated Bye-laws**”) in the form of the document marked “A” and produced to the meeting and for the purpose of identification initialed by the chairman of the meeting, which consolidates all the proposed amendments mentioned in the Circular, be approved and adopted in substitution for and to the exclusion of the existing Bye-laws with immediate effect and that the Directors, the secretary and the registered office provider of the Company be and are hereby authorised to do all things necessary to implement the adoption of the Amended and Restated Bye-laws and the reprint of the Amended and Restated Bye-laws, including without limitation, attending to the necessary filings with the Registrar of Companies in Bermuda and Hong Kong.”

By Order of the Board  
**CULTURECOM HOLDINGS LIMITED**  
**Kwan Kin Chung**  
*Managing Director*

Hong Kong, 21 July 2022

*Registered Office:*  
Victoria Place, 5th Floor, 31 Victoria Street,  
Hamilton HM 10 Bermuda

*Principal Office:*  
Suite 1502, 15/F.,  
Far East Finance Centre,  
16 Harcourt Road, Admiralty,  
Hong Kong

*Notes:*

1. A member entitled to attend and vote through the Online Platform 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. A member entitled to attend and vote through the Online Platform at the annual general meeting convened by the above notice is entitled to appoint one or (if the member is a holder of two or more shares) more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person through the Online Platform at the annual general meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarial certified copy of such power or authority must be deposited at the head office and principal place of business of the Company at Suite 1502, 15/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not less than 48 hours before the time of the meeting or any adjourned meeting.
4. The Principal Register of Members and the branch Registers of Members will be closed from Thursday, 18 August 2022 to Tuesday, 23 August 2022 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending the Annual General Meeting through the Online Platform, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m., Wednesday, 17 August 2022.
5. In the case of joint holders of shares, any one of such holders may vote through the Online Platform at the annual general meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present through the Online Platform at the annual general meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.culturecom.com.hk](http://www.culturecom.com.hk) and on the "Latest Company Announcements" page of the Stock Exchange website at <http://www.hkexnews.hk> to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
7. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person through the Online Platform at the annual general meeting of the Company and in such event, the instrument appointing a proxy shall be deemed to be revoked.

*As at the date hereof, the Board comprises of Ms. Chow Lai Wah Livia (being the Vice Chairman and Executive Director); Mr. Kwan Kin Chung and Mr. Yuen Kin (all being Executive Directors); Mr. Wong Kon Man Jason (being Chairman and Non-executive Director); and Mr. Wong Kwan Kit, Mr. Fan Chun Wah Andrew and Mr. Mung Yat Lik (all being Independent Non-executive Directors).*