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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your 2013 Warrants and/or shares in Culturecom Holdings Limited, you should at once hand this circular to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the 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)

(Warrant Code: 824)

Executive Directors:

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

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

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM 12
Bermuda

Principal Office:

Suite 1102, 11/F,
Chinachem Tower,
34-37 Connaught Road Central,
Hong Kong

Non-Executive Director:

Mr. Chu Bong Foo (*Chairman*)

Independent Non-Executive Directors:

Mr. Tsang Wai Wa

Mr. Joseph Lee Chennault

Mr. Lai Qiang

Ms. Ng Ying

3 April 2013

*To the holders of 2013 Warrants and, for information only,
the shareholders of the Company*

Dear Sir/Madam,

EXPIRY OF SUBSCRIPTION RIGHTS ATTACHING TO THE 2013 WARRANTS

The Board of Directors (the "**Board**") of Culturecom Holdings Limited (the "**Company**") wishes to remind the holders of the existing outstanding 2013 registered warrants (Warrant Code: 824) ("**2013 Warrants**") of the Company, carrying rights to subscribe in cash for new shares of HK\$0.01 each ("**Share(s)**") in the capital of the Company at the subscription price of HK\$0.28 per share, that in accordance with the terms and conditions of the instrument constituting the 2013 Warrants (the "**Instrument**"), the subscription rights attaching to the 2013 Warrants (the "**Subscription Rights**") will

* for identification purpose only

expire after 4:00 p.m. on Thursday, 2 May 2013. **Thereafter, any Subscription Rights which have not been exercised by 4:00 p.m. on Thursday, 2 May 2013 will lapse and the 2013 Warrants certificates will cease to be valid for any purpose.**

In respect of the expiry of the 2013 Warrants, the Company has made the following arrangements regarding the dealings in, transfers of and exercise of the Subscription Rights:

1. the last trading day of the 2013 Warrants on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) will be fixed on **Friday, 26 April 2013** and trading of the 2013 Warrants on the Stock Exchange will cease **after 4:00 p.m. on Friday, 26 April 2013**. The listing of the 2013 Warrants will be withdrawn from the Stock Exchange after **4:00 p.m. on Thursday, 2 May 2013**;
2. the registered holders of the 2013 Warrants who wish to exercise in whole or in part the Subscription Rights must lodge with the branch share and warrant registrars of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited (the “**Registrars**”) at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, the following documents by not later than **4:00 p.m. on Thursday, 2 May 2013**:
 - (a) the relevant certificate(s) of the 2013 Warrants;
 - (b) the duly completed and signed subscription form(s); and
 - (c) remittances for the relevant subscription moneys;
3. persons who purchased the 2013 Warrants but have not yet registered as holders of the 2013 Warrants and wish to exercise the Subscription Rights must lodge with the Registrars at the above address the following documents by not later than 4:00 p.m. on Thursday, 2 May 2013:
 - (a) the relevant duly executed and stamped instruments of transfer and/or other documents of title;
 - (b) the relevant certificate(s) of the 2013 Warrants;
 - (c) the duly completed and signed subscription form(s); and
 - (d) remittances for the relevant subscription moneys;
4. subscription forms and relevant accompanying documentation lodged with the Registrars later than 4:00 p.m. on Thursday, 2 May 2013 will not be regarded as valid and will not be accepted;
5. under the terms of the Instrument, new Shares will be allotted and issued within 28 days after the date of exercise of the Subscription Rights and Shares to be issued pursuant to the exercise of the Subscription Rights will, when issued, rank pari passu in all respects with the then existing issued Shares; and
6. application to the Stock Exchange has been made for the withdrawal of listing of the 2013 Warrants from the Stock Exchange with effect from 4:00 p.m. on Thursday, 2 May 2013.

The closing prices of the Shares and the 2013 Warrants as quoted on the Stock Exchange on 28 March 2013 (being the latest practicable date prior to the printing of this circular) were HK\$1.56 per Share and HK\$1.27 per unit of the 2013 Warrants respectively.

The holders of the 2013 Warrants who are in any doubt as to their position or the action to be taken should consult their stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

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