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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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)

(Warrant Code: 1453)

**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**

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A notice convening an Annual General Meeting of Culturecom Holdings Limited to be held at The Grand Ballroom 1/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 18 August 2016 at 10:30 a.m. is set out on pages 12 to 15 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.hkexnews.hk](http://www.hkexnews.hk)) and on the Company's website ([www.culturecom.com.hk](http://www.culturecom.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 Room 2305-06, 23/F, Hing Yip Commercial Centre, 272-284 Des Voeux 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**

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This circular, for which the Directors (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 circular 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 circular misleading.

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## DEFINITIONS

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*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 The Grand Ballroom 1/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 18 August 2016 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 12 to 15 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 from time to time;   |
| “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” | 23 June 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;   |

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## DEFINITIONS

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|                  |  |
|------------------|--|
| “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(s) adopted by the Company on 21 August 2002 and 12 August 2013;  |
| “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)” | registered holder(s) of Share(s) from time to time;  |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited;   |
| “Takeovers Code” | The Hong Kong Codes on Takeovers and Mergers and Shares Repurchase/Buyback issued by the Securities and Futures Commission in Hong Kong;   |
| “Warrant(s)”     | warrants issued by the Company conferring rights to the holder(s) thereof to subscribe in cash for Shares at an initial subscription price of HK\$0.75 per Share, subject to adjustment, at any time up to including 21 September 2016.  |

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## LETTER FROM THE BOARD

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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)

*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. Tang U Fai

Mr. Tang Kwing Chuen Kenneth

Mr. Chen Man Lung

Mr. Chung Billy

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Principal Office:*

Room 2305-06, 23/F  
Hing Yip Commercial Centre  
272-284 Des Voeux Road Central  
Hong Kong

*Independent Non-Executive Directors:*

Mr. Fan Chun Wah Andrew

Mr. Joseph Lee Chennault

Mr. Lai Qiang

Ms. Ng Ying

8 July 2016

*To the Shareholders, and for information only,  
Warrantholders of the Company*

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

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## LETTER FROM THE BOARD

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### 2. BUYBACK AND ISSUANCE MANDATES

At the Annual General Meeting of the Company held on 12 August 2015, 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. 6 and 7 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. Ng Ying, Joseph Lee Chennault and Chung Billy shall retire from office by rotation at the Annual General Meeting, and being eligible, offer themselves, with exception of Mr. Chung Billy, for re-election. Details of Messrs. Ng Ying and Joseph Lee Chennault which are required to be disclosed by the Listing Rules are set out in the Appendix II to this circular.

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## LETTER FROM THE BOARD

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It is noted that the re-election of Mr. Joseph Lee Chennault (“Mr. Chennault”) who had served as an Independent Non-Executive Director of the Company since September 2004 for more than 9 years should be subject to a separate resolution to be approved at the forthcoming Annual General Meeting in accordance with the Corporate Governance Code. Mr. Chennault is also a member of the Audit Committee. During his tenure of office, Mr. Chennault had been able to fulfill all the requirements regarding his independence as Independent Non-Executive Director and provide annual confirmation of independence to the Company. Besides, he had been providing objective and independent views to the Company over the years, and he remains committed to this independent role. The Board was of the view that the long service of Mr. Chennault would not affect his exercise of independent judgement and was satisfied that Mr. Chennault has the required character, integrity and experience to continue fulfilling the role of an Independent Non-Executive Director.

Taking into the consideration of his independent scope of works in the past years and that his annual confirmation of independence was in full compliance with the Rule 3.13 of the Listing Rules, the Board was satisfied with the independence of Mr. Chennault despite his over nine years’ service.

His biographical details which are required to be disclosed by the Listing Rules are set out in Appendix II of this circular.

#### **4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of Annual General Meeting is set out on pages 12 to 15 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.

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.hkexnews.hk](http://www.hkexnews.hk)) and on the Company’s website ([www.culturecom.com.hk](http://www.culturecom.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 Room 2305-06, 23/F, Hing Yip Commercial Centre, 272-284 Des Voeux 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 return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

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## LETTER FROM THE BOARD

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### 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) and Appendix II (Details of the Directors proposed to be re-elected at the Annual General Meeting) of this circular.

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 AND WARRANTS**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,219,028,946 Shares and the Warrants outstanding at such date carried with them a total subscription rights of HK\$99,123,750 which was equivalent to the aggregate subscription price for a total of 132,165,000 Shares on the basis of the subscription price being HK\$0.75 per Share.

Subject to the passing of the ordinary resolution no. 6 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 121,902,895 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) and Warrants carrying with them total subscription rights up to HK\$9,912,375 (representing 10% of the aggregate subscription rights attaching to the Warrants outstanding as at the Latest Practicable Date) during the period in which the Buyback Mandate remains in force.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares and Warrants, 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, the relevant instrument creating the Warrants and/or any other applicable laws.

The Company is empowered by its memorandum of association, the Bye-laws the relevant instrument creating the Warrants to repurchase Shares and Warrants. 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 2016) 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 328,296,612 Shares and 328,296,612 Shares, representing approximately 26.93% and 26.93% 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 29.92% and 29.92% 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.

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**APPENDIX I                      EXPLANATORY STATEMENT ON THE BUYBACK MANDATE**

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**7.      MARKET PRICES OF SHARES AND WARRANTS**

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

|  | <b>Share</b>                  |                              | <b>Warrant</b>                |                              |
|--|-------------------------------|------------------------------|-------------------------------|------------------------------|
|  | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> | <b>Highest</b><br><i>HK\$</i> | <b>Lowest</b><br><i>HK\$</i> |
| <b>2015</b>                              |                               |                              |                               |                              |
| June                                     | 1.58                          | 1.19                         | 0.83                          | 0.45                         |
| July                                     | 2.18                          | 0.90                         | 1.25                          | 0.70                         |
| August                                   | 1.94                          | 1.26                         | 1.20                          | 0.57                         |
| September                                | 1.76                          | 1.28                         | 0.76                          | 0.56                         |
| October                                  | 1.55                          | 1.08                         | 0.73                          | 0.52                         |
| November                                 | 1.29                          | 1.05                         | 0.45                          | 0.39                         |
| December                                 | 1.40                          | 1.07                         | 0.54                          | 0.39                         |
| <b>2016</b>                              |                               |                              |                               |                              |
| January                                  | 1.34                          | 0.88                         | 0.50                          | 0.39                         |
| February                                 | 1.51                          | 0.93                         | 0.83                          | 0.30                         |
| March                                    | 1.49                          | 1.23                         | 0.70                          | 0.55                         |
| April                                    | 1.61                          | 1.36                         | 0.76                          | 0.63                         |
| May                                      | 1.72                          | 1.13                         | 0.52                          | 0.40                         |
| June (up to the Latest Practicable Date) | 1.21                          | 1.02                         | 0.40                          | 0.27                         |

**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.

**Ms. Ng Ying, aged 47, an Independent Non-Executive Director**

*Experience and Length of service*

**Ms. Ng Ying** was appointed as an Independent Non-Executive Director in December 2012. She has over 20 years of experience in accounting and finance management for private and listed companies in Hong Kong and Mainland China. Ms. Ng holds a Higher Diploma 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, Ms. Ng 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. Ng 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 Independent Non-Executive Director, Ms. Ng 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, Ms. Ng 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 XV of the SFO.

*Director's emoluments*

There is no service contract entered between the Company and Ms. Ng. During the financial year ended 31 March 2016, Ms. Ng received 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 and the holders of Warrants*

There are no other matters that need to be brought to the attention of the Shareholders and the holders of Warrants. 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. Joseph Lee Chennault, aged 72, an Independent Non-Executive Director***Experience and length of service*

**Mr. Joseph Lee Chennault** was appointed as an Independent Non-Executive Director of the Company in September 2004. Mr. Chennault is a member of the Audit Committee of the Group. He holds a Bachelor Degree of Arts in Economics from the University of San Francisco and a Master Degree of Business Administration from the Golden Gate University, both in the United States. He is a member of the California Society of Certified Public Accountants and has over 34 years of experience in accounting and auditing in listed companies.

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

Save as disclosed above, Mr. Chennault 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. Chennault 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 Independent Non-Executive Director, Mr. Chennault 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. Chennault did not have any interests or short position in the Shares or underlying Shares in 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. Chennault. During the financial year ended 31 March 2016, Mr. Chennault received director's fee of HK\$240,000 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 and the holders of Warrants*

There are no other matters that need to be brought to the attention of the Shareholders and the holders of Warrants. 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.

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## NOTICE OF ANNUAL GENERAL MEETING

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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)

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Culturecom Holdings Limited (the “Company”) will be held at The Grand Ballroom 1/F, Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 18 August 2016 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 2016.
2. To confirm, ratify and approve the payment of Directors’ fee to Directors for the year ended 31 March 2016.
3. To re-elect Ms. Ng Ying as Director.
4. To re-elect Mr. Joseph Lee Chennault as Director.
5. 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.
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 (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;

\* for identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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) 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.”
7. 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).

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## NOTICE OF ANNUAL GENERAL MEETING

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8. 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. 6 and 7 set out in the notice convening this meeting, the general mandate referred to in resolution no. 7 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. 6 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, 8 July 2016

*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 Room 2305-06, 23/F, Hing Yip Commercial Centre, 272-284 Des Voeux 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 and warrant holders of the Company will be closed from 15 August 2016 to 18 August 2016, both days inclusive.