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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)

PROPOSED AMENDMENTS TO THE BYE-LAWS AND PROPOSED ADOPTION OF NEW BYE-LAWS

This announcement is made by Culturecom Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Listing Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Stock Exchange has amended the Listing Rules, relating to, among others, the bye-laws or equivalent constitutional documents of listed issuers under the new Appendix 3 to the Listing Rules with effect from 1 January 2022, for which listed issuers are required to make necessary amendments to the constitutional documents by the second annual general meeting following 1 January 2022 to bring the constitutional documents to conformation. In order to (i) bring the existing Bye-laws of the Company (the “**Existing Bye-laws**”) in line with the relevant requirements of the Listing Rules as well as the applicable laws of Bermuda; (ii) allow general meetings of the Company to be held as a hybrid meeting or electronic meeting where shareholders of the Company (the “**Shareholders**”) may attend by electronic means in addition to as a physical meeting where Shareholders attend in person; (iii) adopt house-keeping improvements and amendments in line with the aforesaid proposed amendments, the board (the “**Board**”) of directors (the “**Directors**”) of the Company propose to seek the approval of the Shareholders by way of special resolutions for the amendments to the Existing Bye-laws the adoption of the new bye-laws of the Company (the “**New Bye-laws**”).

The major changes brought about by the proposed amendments to the Existing Bye-laws are summarized as follows:

1. to include certain defined terms to align with the applicable laws of Bermuda and the Listing Rules, including “announcement”, “Board”, “clear days”, “Close Associate”, “Connected Transaction”, “corporate representative”, “Director”, “electronic” “electronic communication”, “electronic means”, “electronic meeting”, “hybrid meeting”, “Listing Rules” (as defined below),

* *for identification purpose only*

“Meeting Location(s)”, “Newspapers”, “notice”, “paid up”, “physical meeting”, and “Principal Meeting Place”, “Registered Office”, “Stock Exchange”, “subsidiary” and to update relevant provisions in the new Bye-laws in this regard correspondingly;

2. to clarify that the definition of Clearing House shall include Hong Kong Securities Clearing Company Limited;
3. to clarify that references to an instrument of proxy includes any equivalent form being made available by electronic means or on an electronic platform which need not comprise writing and need not be signed but shall instead be subject to such conditions as the Board may approve in accordance with the New Bye-laws;
4. to clarify that references to a person being present at or attending a general meeting, whether in person or by proxy, means that such person or proxy is present at a physical meeting or is participating via the electronic facilities specified by the Board in relation to that meeting. Accordingly, any references to attending or doing anything at the meeting “in person”, “personally”, “by proxy” and references to “attend”, “participate”, “attending”, “participating”, “attendance” and “participation” and any other similar expressions shall be read accordingly;
5. to clarify that expressions referring to writing or printing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes (as defined in the New Bye-laws) and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the member’s election (where applicable) comply with all applicable Statutes, rules and regulations;
6. to clarify that a reference to a “meeting” shall mean a meeting convened and held in any manner permitted by the New Bye-laws and any member or Director (including, without limitation, the chairman of such meeting) attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and all other applicable laws, rules and regulations and the New Bye-laws, and attend, participate, attending, participating, attendance and participation shall be construed accordingly;
7. to clarify that a person’s participation in the business of a general meeting shall include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised corporate representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes and all other applicable laws, rules and regulations or the New Bye-laws to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

8. to clarify that electronic facilities include, without limitation, website addresses, webinars, webcast, video, platform, device, system, application technology or any form of conference call systems (telephone, video, web or otherwise);
9. to clarify that where a member is a corporation, any reference in the New Bye-laws to a member shall, where the context requires, refer to a duly authorised corporate representative of such member;
10. to reflect that authorised share capital of the Company at the date on which the New Bye-laws come into effect shall be HK\$2,000,000,000 divided into 200,000,000,000 shares of HK\$0.010 each;
11. to delete the variation or abrogation of all or any of the special right attached to any class by the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class;
12. to clarify that the necessary quorum for every general meeting shall be not less than two persons (or in the case of a shareholder being a corporation, by its duly authorised corporate representative) holding or representing by proxy not less than one-third in nominal value of the issued shares of that class by removing the sentence “at an adjourned meeting not less than two persons holding or representing by proxy shares of that class, and that any holder of shares of the class present in person or by proxy may demand a poll”;
13. to provide that the register shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Registered Office (as defined in the New Bye-Laws) or Registration Office or such other place at which the register is kept in accordance with the Companies Act;
14. to clarify that the seal of the Company may only be affixed to a share certificate with the authority of the Directors, or be executed under the signature of the appropriate officials with statutory authority, unless otherwise determined by the Directors;
15. to clarify that the registration of transfers may, on giving notice by advertisement in an appointed newspaper in Bermuda and in accordance with the Listing Rules, be suspended and the register closed at such times and for such periods as the Board may from time to time determine either generally or in respect of any class of shares;
16. to provide that in relation to convening a general meeting:
 - (i) an annual general meeting must be held within six (6) months after the end of the Company’s financial year;

- (ii) the annual general meeting (including any of its adjourned or postponed meetings) may be held in the Relevant Territory (as defined in the New Bye-Laws) or elsewhere, and at one or more locations as provided for in Bye-law 77A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion;
- (iii) all general meetings (including any of its adjourned meetings or postponed meetings) may be held as a physical meeting in the Relevant Territory or elsewhere, and at one or more locations as provided for in Bye-law 77A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion;
- (iv) without prejudice to the provisions in Bye-laws 77A to 77F, a physical meeting of the members or any class thereof may be held at the discretion of the Board by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously or instantaneously and participation in such a meeting will constitute presence in person at such meeting;
- (v) each member who is entitled to attend and vote at a meeting of the members or any class thereof may speak at that meeting;
- (vi) the Board may, whenever it thinks fit, convene a special general meeting, and special general meetings shall also be convened on the requisition of one or more members holding, at the date of the deposit of the requisition, subject to the Listing Rules, not less than one-tenth of the paid-up share capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition and to add resolutions to a meeting agenda; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionists themselves may proceed to convene a physical meeting at only one location which will be the Principal Meeting Place (as defined in Bye-law 71). Any member who is entitled to requisition a special general meeting of the Company pursuant to the New Bye-law is also entitled to add resolutions to the agenda for any general meeting of the Company by giving a notice in writing to the Board or the Secretary;
- (vii) the notice of general meeting shall specify:
 - (a) save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Bye-law 77A, the principal place of the meeting (the “**Principal Meeting Place**”);
 - (b) the day and the hour of the meeting;

- (c) if the general meeting is to be held as a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting; and,
 - (d) particulars of resolutions to be considered at the meeting;
- (viii) to provide that a resolution may be proposed and passed as special resolution at a general meeting which may be called by shorter notice if so agreed by Members having the right to attend and vote at the meeting and representing not less than 95% of the total voting rights at the meeting of all the members;
- (ix) unless otherwise specified, for quorum purposes only, two persons appointed by a Clearing House as authorised representative or by proxy. No business shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the meeting and continues to be present until the conclusion of the meeting;
- (x) If within fifteen minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and (where applicable) same place or place(s) or to such time and place or (where applicable) such place(s) and in such form and manner referred to in Bye-laws 67 or 70 as the Chairman (or in default, the Board) may absolutely determine. If at such adjourned meeting a quorum is not present within fifteen minutes from the time appointed for holding the meeting, the meeting shall be dissolved;
17. to provide that the Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (the “**Meeting Location(s)**”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting;
18. to provide that all general meetings are subject to the following:
- (a) where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
 - (b) members present in person or by proxy at a Meeting Location and/or members participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the Chairman is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at

all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;

- (c) where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and
 - (d) if any of the Meeting Locations is outside the jurisdiction of where the Principal Meeting Place is and/or in the case of a hybrid meeting, the provisions of the New Bye-Laws concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting;
19. to provide that the Board and, at any general meeting, the Chairman may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not permitted to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting;
20. to provide that the if it appears to the Chairman that:
- (a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Bye-law 69A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or
 - (b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or

- (c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or
- (d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the Chairman may have under the New Bye-laws or at common law, the Chairman may, at his absolute discretion, without the consent of the members present at the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid;

- 21. to provide that the Board and, at any general meeting, the Chairman may make any arrangement and impose any requirement or restriction as the Board or the Chairman, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under Bye-law 77D shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting;
- 22. to provide that if, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a gale warning, black rainstorm warning or other similar event is in force at any time on the day of the meeting. Bye-law 77E shall be subject to the following:
 - (a) when a meeting is postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of such meeting);

- (b) when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the members of details of such change in such manner as the Board may determine;
 - (c) when a meeting is postponed or changed in accordance with Bye-law 77E(C), subject to and without prejudice to Bye-law 77, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; furthermore, all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by the New Bye-laws not less than 48 hours before the time of the postponed or changed meeting; and
 - (d) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members;
23. to clarify that all persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Bye-law 77C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting;
24. to provide that at a general meeting a resolution put to the vote of the meeting shall be decided by way of a poll, save that the Chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative), or by proxy(ies) shall have one vote, provided that where more than one proxy is appointed by a member which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For the purposes of Bye-law 78, procedural and administrative matters are those that: (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively deal with, whilst allowing all members a reasonable opportunity to express their views;
25. to further provide that where a show of hands is allowed at a general meeting, before or on the declaration of the result of the show of hands, a poll may be demanded by among other matters, at least two members present in person (or, in the case of a member being a corporation, by its duly authorised corporate representative) or by proxy for the time being entitled to vote at the meeting;

26. to clarify that subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with the New Bye-laws, at any general meeting on a poll every member present in person or by proxy shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that in the case of a physical meeting, the Chairman may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present, or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of Bye-law 78A, procedural and administrative matters are those set out in the Listing Rules. Votes (whether on a show of hands or by a poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman may determine. In the case of a physical meeting where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded by:

- (i) the Chairman of the meeting; or
- (ii) at least two members present in person (in the case of a member being a corporation by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or
- (iii) a member or members present in person (in the case of a member being a corporation by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
- (iv) a member or members present in person (in the case of a member being a corporation by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

Where a resolution is voted on by a show of hands, a declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution;

27. to clarify that a poll shall be taken in such manner (including the use of ballot or voting papers or tickets) as the Chairman directs. The results of the poll shall be deemed to be the resolution of the meeting. The poll results as recorded in the scrutineer's certificate and signed by the scrutineer shall be the conclusive evidence of such resolution of the meeting without proof. The Company shall only be required to disclose the voting figures on a poll if such disclosure is required by the Listing Rules;

28. to remove original Bye-laws 80 relating to the election of a Chairman of a meeting by poll;
29. to provide that all questions submitted to a meeting shall be decided by a simple majority of votes except where a greater majority is required by the Bye-laws or by the Companies Act;
30. to remove original Bye-laws 82 relating to the continuance of a meeting for the transaction of any business that will not be affected by demand by poll;
31. to clarify that a member of unsound mind or in respect of whom an order has been made by any court having jurisdiction in lunacy may vote, among others, by proxy, provided that he/she shall deposit at the registered office of the Company, or to such other place as is specified in accordance with the New Bye-laws of instruments or proxy, not less than 48 hours before the time appointed for holding the meeting, or adjourned or postponed meeting, as the case may;
32. to provide that each member has the right to: (a) speak at a general meeting; and (b) vote at a general meeting except where a member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
33. to provide that the instrument appointing a proxy may be contained in an electronic communication and submitted in the manner as stated in the Bye-law 91 or submitted by or on behalf of the appointer, subject to such terms and conditions and authenticated in such manner as the Board may in its absolute discretion determine. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact;
34. to allow the Company to provide an electronic address or an electronic platform for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under the New Bye-laws) and notice of termination of the authority of a proxy);
35. to provide that if the Company has provided an electronic address or an electronic platform in accordance with Bye-law 92(A), shall be received at the electronic address or via the electronic platform specified in the notice subject to any conditions or limitations imposed by the Company, not less than forty-eight hours before the time for holding the meeting or adjourned or postponed meeting (as the case may be) at which the person named in such instrument proposes to vote;
36. to allow the Board to treat a proxy appointment as valid notwithstanding that the appointment or any of the information required under the New Bye-laws has not been received in accordance with the requirements of the New Bye-laws. Subject to aforesaid, if the proxy appointment and any of the information required under the New Bye-laws is not received in the manner set out in the New Bye-laws, the appointee shall not be entitled to vote in respect of the shares in question;

37. to provide that any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person(s) as it thinks fit to act as its corporate representative at any meeting of the Company or of any class of members of the Company, and the person so authorised shall be entitled to communicate, vote and to exercise the same rights and powers on behalf of the corporation;
38. to provide that a person so appointed under the provisions of Bye-law 96A shall be entitled to exercise the same powers on behalf of the Clearing House (or its nominee) as if such person was the registered holder of the shares of the Company held by the Clearing House (or its nominee(s)) in respect of the number and class of shares specified in the relevant authorisation including the right to vote and the right to speak, notwithstanding the provisions of Bye-laws 85 and 90;
39. to clarify that a member present in person at a meeting shall, unless the context otherwise requires, include a corporation which is a member represented at the meeting by such duly authorised corporate representative or by one or more proxies;
40. to provide that a Director shall vacate his office if he shall be removed from office by an ordinary resolution of the Company under Bye-law 116;
41. to clarify that each reference to “Close Associate(s)” in Bye-law 108 shall be deemed to be a reference to “associate(s)” (as defined in the Listing Rules from time to time) where the proposal, transaction, contract or arrangement concerned is a Connected Transaction or Continuing Connected Transaction;
42. to provide that the Board may meet together for the despatch of business, adjourn or postpone and otherwise regulate their meetings and proceedings as they think fit and may determine the quorum necessary for the transaction of business;
43. to provide that the secretary of the Company shall at any time summon a meeting of the Board whenever he shall be required to do so by any Director. Notice of a meeting of the Board shall be deemed to be duly given to each Director and alternate Director in writing or verbally (including in person or by telephone) or by telex or telegram or by electronic means to an electronic address or at the address from time to time notified to the Company by such Director or in such other manner as the Board may from time to time determine;
44. to provide that the Company shall at each annual general meeting by ordinary resolution appoint one or more firms of auditors (the “**Auditors**”) to hold office until the conclusion of the next annual general meeting, but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. A Director, officer or employee of the Company or of any of its subsidiaries or a partner, officer or employee of any such Director, officer or employee shall not be capable of being appointed Auditors. The Board may fill any casual vacancy in the office of Auditors, but while any such vacancy continues the surviving or continuing Auditors (if any) may act. Subject as otherwise provided by the Companies Act, the remuneration of the Auditors shall be fixed by or on the authority of the Company in the annual general meeting by ordinary

resolution except that in any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board and the remuneration of any Auditors appointed to fill any casual vacancy may be fixed by the Directors;

45. to provide that the shareholders, by a resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution was given, may remove any auditor before the expiration of their term of office, and shall by ordinary resolution appoint a replacement auditor for the remainder of the term provided that at least twenty-one days before the date of the meeting, notice in writing of the proposed resolution is given to the incumbent auditor and to the auditor proposed to be appointed;
46. to provide that a person other than the retiring Auditors shall not be capable of being appointed Auditors at an annual general meeting unless notice of an intention to nominate that person to the office of Auditors has been given to the Company not less than fourteen days before the annual general meeting, and the Company shall send a copy of any such notice to the retiring Auditors and shall give notice thereof to the shareholders not less than seven days before the annual general meeting provided that the above requirements may be waived by notice in writing by the retiring Auditors to the Secretary provided that if after a notice of the intention to nominate Auditors has been so given an annual general meeting is called for a date fourteen days or less after that notice has been given, the notice, though not given within the time required by Bye-law 174D, shall be deemed to have been properly given for the purposes thereof, and the notice to be sent or given by the Company may instead of being sent or given within the time required by this provision be sent or given at the same time as the notice of the annual general meeting;
47. to provide that subject to the provisions of the Companies Act, all acts done by any person acting as Auditors shall, as regards all persons dealing in good faith with the Company, be valid, notwithstanding that there was some defect in their appointment or that they were at the time of their appointment not qualified for appointment or subsequently became disqualified;
48. to provide the Auditors shall have a right of access at all times to the books and accounts and vouchers of the Company and shall be entitled to require from the Directors and officers of the Company such information as may be necessary for the performance of his or their duties, and the Auditors shall make a report to the shareholders on the accounts examined by them and on every balance sheet, consolidated balance sheet and consolidated profit and loss account intended to be laid before the Company in the annual general meeting during their tenure of office as required by the Statutes;
49. to provide that any notice or document (including any “corporate communication” within the meaning ascribed thereto under the Listing Rules) to be given or sent to, or issued by, any person under the New Bye-laws shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication or to the extent permitted by the Statutes and any applicable rules prescribed by the Stock Exchange from time to time and subject to Bye-Law 177, contained in an electronic communication. A notice calling a meeting of the Directors need not be in writing;

50. to provide that subject to the Statutes and the Listing Rules notice or document may be served or delivered by the Company to any member by electronic means to such address as may from time to time be authorised by the member concerned or by publishing it on the Company's website or the website of the Stock Exchange or the website to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or notifying the member concerned that it has been so published by a notice ("**notice of availability**"). The notice of availability may be given to the member by any of the means set out above other than by posting it on a website;
51. to provide that every member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or the New Bye-laws may register with the Company an electronic address to which notices can be served upon him;
52. to provide that any notice or document required to be sent to or served upon the Company, or upon any officer of the Company, may be sent or served by leaving the same or sending it through the post in a prepaid envelope or wrapper addressed to the Company or to such officer at the Head Office or Registered Office;
53. to provide that the Board may from time to time specify the form and manner in which a notice may be given to the Company by electronic means, including one or more addresses for the receipt of an electronic communication, and may prescribe such procedures as they think fit for verifying the authenticity or integrity of any such electronic communication. Any notice may be given to the Company by electronic means only if it is given in accordance with the requirements specified by the Board;
54. to provide that any notice or other document, sent by post shall be deemed to have been served or delivered on the day following that on which the letter, envelope or wrapper containing the same is posted within the Relevant Territory and in proving such service it shall be sufficient to prove that the letter, envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office;
55. to provide that any notice or document not sent by post but left by the Company at a registered address of a member shall be deemed to have been served or delivered on the day it was so left;
56. to provide that any notice or document, if sent by electronic means (including through any relevant system), shall be deemed to have been given on the day following that on which the electronic communication was sent by or on behalf of the Company;
57. to provide that any notice or document served or delivered by the Company by any other means authorised in writing by the member concerned shall be deemed to have been served when the Company has carried out the action it has been authorised to take for that purpose;

58. to provide that any notice or other document published by way of advertisement in the Newspaper shall be deemed to have been served or delivered on the day it was so published;
59. to provide that any notice or other document published on the Company's website or the website of the Stock Exchange shall be deemed given by the Company to a member on the later of (i) the date on which a notice of availability is deemed served on such member and (ii) the date on which such notice or document (including any "corporate communication" within the meaning ascribed thereto under the Listing Rules) was published on the website; and
60. to provide that any person who by operation of law, transfer or other means whatsoever shall become entitled to any share shall be bound by every notice in respect of such share which prior to his name and address (including electronic address) being entered on the register shall have been duly given to the person from whom he derives his title to such share;

The Chinese version of the proposed amendments is a translation for reference only. In case of discrepancy between the English version and the Chinese version, the English version shall prevail.

The proposed amendments to the Existing Bye-laws and adoption of New Bye-laws incorporating such amendments are subject to the approval of the Shareholders by way of a special resolution to be proposed at the forthcoming annual general meeting (the "AGM"). A circular containing, among other things, particulars relating to the proposed amendments to the Existing Bye-laws together with a notice convening the AGM will be despatched to the Shareholders together with the annual report for the year ended 31 March 2022 in due course.

By Order of the Board
Culturecom Holdings Limited
Kwan Kin Chung
Managing Director

Hong Kong, 19 July 2022

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).