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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)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND COMPLIANCE WITH RULE 3.10(1) OF THE LISTING RULES

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director**”) of Culturecom Holdings Limited (the “**Company**”) together with its subsidiaries collectively the “**Group**”) is pleased to announce that Mr. Fung Ting Ho (“**Mr. Fung**”) has been appointed as an independent non-executive Director with effect from 31 July 2024.

Set out below are the biographical details of Mr. Fung:

Mr. Fung Ting Ho, aged 58, has over 33 years of experience in corporate investment and business management. Since September 2021, Mr. Fung has been a director of Hoga Entertainment (production) Co., Ltd., a company engaged in introducing a world renowned electronic dance music party presenter, "ARCADIA", originated from the United Kingdom to Hong Kong, the People’s Republic of China and Macau. Mr. Fung was the deputy general manager of the Company from October 1998 to June 2003.

Mr. Fung obtained a Bachelor of Arts degree in Economics from the York University of Canada in October 1990.

Mr. Fung was adjudged bankrupt by virtue of the bankruptcy order made by the High Court of Hong Kong on September 2004 and was discharged from bankruptcy on September 2008.

The Board considers that Mr. Fung has the requisite character, experience and integrity and is able to demonstrate a standard of competence commensurate with his position as an independent non-executive Director for the following reasons:

- (1) The bankruptcy order against Mr. Fung resulted from his personal business affairs and was not related to the affairs of Group.
- (2) The disputes which prompted Mr. Fung's bankruptcy did not involve fraud or cast any doubt on Mr. Fung's integrity.
- (3) The bankruptcy order was made against Mr. Fung more than 19 years ago.
- (4) Mr. Fung has been successfully discharged from his bankruptcy in 2008.

Mr. Fung has entered into a service agreement with the Company for an initial term of two years commencing from 31 July 2024. He will be entitled to a monthly remuneration of HK\$20,000 as an independent non-executive Director. Each of the Company and Mr. Fung is entitled to terminate the appointment of Mr. Fung at any time by giving the other two months' notice in writing. His appointment is subject to retirement and re-election in the annual general meetings of the Company in accordance with the Bye-laws of the Company. The remuneration in connection with Mr. Fung's position as an independent non-executive Director was determined by the remuneration committee of the Company with reference to his duties and level of responsibilities, the remuneration policy of the Company and the prevailing market conditions.

As at the date of this announcement, Mr. Fung does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As at the date of this announcement, save as disclosed above, Mr. Fung (i) did not hold any position with the Group; (ii) did not hold any other directorship in the last three years preceding the date of this announcement in public companies, the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; and (iv) does not have any information to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Rules (the "**Listing Rules**") Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and there are no other matters in relation to the appointment of Mr. Fung that need to be brought to the attention of the shareholders of the Company. Mr. Fung has confirmed that (i) he is independent as regards to each of the criteria as set out in Rule 3.13(1) to (8) of the Listing Rules; (ii) he has no past or present financial or other interest in the business of the Group or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (iii) there are no other factors that may affect his independence at the time of his appointment.

The Board would like to express its warmest welcome to Mr. Fung for joining the Company.

RE-ELECTION OF NEWLY APPOINTED DIRECTOR AT THE AGM

In accordance with Bye-law 101 of the Bye-laws of the Company, Mr. Fung shall hold office as independent non-executive Director only until the annual general meeting of the Company to be held at 10:30 a.m. on Tuesday, 20 August 2024 (the “AGM”), and shall then be eligible for re-election. Details of the AGM are set out in the circular of the Company and the notice of the AGM dated 18 July 2024. Mr. Fung has offered himself for re-election at the AGM. A supplemental circular containing, among other things, details of the proposed re-election of Mr. Fung together with a supplemental notice of AGM and a revised form of proxy, will be despatched to the Shareholders as soon as practicable.

COMPLIANCE WITH RULE 3.10(1) OF THE LISTING RULES

Following the appointment of Mr. Fung as an independent non-executive Director and as at the date of this announcement, the Company has complied with the minimum of three independent non-executive Directors requirement under Rule 3.10(1) of the Listing Rules.

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

Hong Kong, 31 July 2024

As at the date hereof, the Board comprises of Mr. Kwan Kin Chung (being Executive Director); Mr. Wong Kon Man Jason (being Chairman and Non-executive Director) and Dr. Liu Ka Ying Rebecca (being Vice Chairman and Non-executive Director); and Mr. Wong Kwan Kit, Mr. Mung Yat Lik and Mr. Fung Ting Ho (all being Independent non-executive Directors).

* *for identification purpose only*