

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Warrants described below.



## CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司\*

(incorporated in Bermuda with limited liability)  
(Stock Code: 343)

### PRIVATE PLACING OF UP TO 660,000,000 LISTED WARRANTS

Placing Agent



KINGSTON SECURITIES LIMITED

Placing Manager



KINGSTON CORPORATE FINANCE LIMITED

On 19 August 2005, the Company announced its proposal to issue up to 660,000,000 Warrants. The Warrants will be placed by the Placing Agent with not less than 100 selected independent investors not connected with any of the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates (as defined in the Listing Rules) by way of placing.

Copies of the Prospectus relating to the Placing have been despatched to the Shareholders, for information purposes only, on 20 September 2005 and are available, for information purposes only, at the office of the Placing Agent at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong and the principal place of business of the Company in Hong Kong at 12 Floor, Culturecom Centre, 47 Hung To Road, Kwun Tong, Kowloon, Hong Kong from 4:00 p.m. on Tuesday, 20 September 2005 to 5:00 p.m. on Tuesday, 4 October 2005. The Placing has commenced on Tuesday, 20 September 2005.

Completion is conditional on the fulfillment of the following conditions on or before 5:30 p.m. on 30 September 2005 (as extended from 16 September 2005 as set out in the Announcement) (or such later time and date as may be agreed between the Company and the Placing Agent in writing).

Application has been made to the Stock Exchange for the listing of and permission to deal in the Warrants and any Shares falling to be issued upon the exercise of the subscription rights attaching to the Warrants.

It is expected that certificates for the Warrants will be despatched to the placees on or before Thursday, 29 September 2005 and dealings in the Warrants on the Stock Exchange is expected to commence on Monday, 3 October 2005.

The Company has despatched the Prospectus to the Shareholders, for information purposes only, on 20 September 2005. Terms used in this announcement shall have the same meanings as those defined in the Company's announcement dated 19 August 2005 (the "Announcement") unless the context otherwise requires.

The Directors refer to Announcement in relation to the placing of up to 660,000,000 Warrants in units of subscription rights of HK\$0.172 each in registered form entitling the holders thereof to subscribe for Shares at an issue price of HK\$0.038 per Warrant. Each Warrant will entitle the holder thereof to subscribe for one Share at an initial subscription price of HK\$0.172 per Share, subject to adjustment, during the two-year period commencing from the date of listing of the Warrants (which is expected to be from 3 October 2005 up to 2 October 2007, both dates inclusive). On the exercise of the subscription rights attaching to the Warrants, payment of the subscription money in respect thereof must be made to the Company in immediately available funds. The board lot for trading in the Warrants is 100,000 units of HK\$17,200 of subscription rights attaching to the Warrants which will entitle the holder thereof to subscribe for 100,000 Shares on the basis of the initial subscription price of HK\$0.172 per Share, subject to adjustment.

The Warrants will be placed by the Placing Agent with not less than 100 selected independent investors not connected with any of the directors, chief executives or substantial shareholders of the Company or any of its subsidiaries or any of their respective associates (as defined in the Listing Rules) by way of placing.

The issue of the Warrants is conditional upon, among other things, the Stock Exchange granting the listing of and permission to deal in the Warrants and the Shares that may fall to be issued on the exercise of the subscription rights attaching to the Warrants. Application has been made to the Stock Exchange for the listing of and permission to deal in the Warrants and the Shares that may fall to be issued on exercise of the subscription rights attaching to the Warrants. Completion is conditional on the fulfillment of the following conditions on or before 5:30 p.m. on 30 September 2005 (as extended from 16 September 2005 as set out in the Announcement) (or such later time and date as may be agreed between the Company and the Placing Agent in writing). It is expected that certificates for the Warrants will be despatched to those entitled thereto on or before Thursday, 29 September 2005 and dealings in the Warrants on the Stock Exchange is expected to commence on Monday, 3 October 2005.

Copies of the Prospectus relating to the Placing have been despatched to the Shareholders, for information purposes only, on 20 September 2005 and are available, for information purposes only, at the office of the Placing Agent at Suite 2801, 28th Floor, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong and the principal place of business of the Company in Hong Kong at 12 Floor, Culturecom Centre, 47 Hung To Road, Kwun Tong, Kowloon, Hong Kong from 4:00 p.m. on Tuesday, 20 September 2005 to 5:00 p.m. on Tuesday, 4 October 2005.

*As of the date of this announcement, the Board comprises Mr. Cheung Wai Tung, Mr. Chu Bong Foo, Mr. Cheung Kam Shing, Terry, Mr. Henry Chang Manayan, Mr. Wan Xiaolin (all being executive Directors); and Mr. Lai Man To, Mr. Wang Tiao Chun and Mr. Joseph Lee Chennault (all being independent non-executive Directors).*

By order of the Board of Directors of  
**CULTURECOM HOLDINGS LIMITED**  
**Cheung Wai Tung**  
*Chairman*

Hong Kong, 20 September 2005

*\* for identification purpose only*

Please also refer to the published version of this announcement China Daily.