
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental 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 supplemental circular, together with the enclosed revised proxy form, 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: 00343)

**SUPPLEMENTAL CIRCULAR OF THE ANNUAL GENERAL MEETING
(1) PROPOSED RE-ELECTION OF
INDEPENDENT NON-EXECUTIVE DIRECTOR;
AND
(2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

A supplemental notice of the annual general meeting of Culturecom Holdings Limited is set out on pages 7 to 8 of this supplemental circular. The annual general meeting will be held as originally scheduled at Empire Room I, 1/F, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Tuesday, 20 August 2024 at 10:30 a.m. A revised form of proxy for use at the annual general meeting is also enclosed. Such revised form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and on the Company's website (www.culturecom.com.hk).

Whether or not you are able to attend the annual general meeting, please complete and sign the accompanying revised form of proxy in accordance with the instructions printed thereon and return it to the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712– 1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, 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 revised 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

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental 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 supplemental circular misleading.

DEFINITIONS

In this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Empire Room I, 1/F, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong, on Tuesday, 20 August 2024 at 10:30 a.m.;
“Board”	the board of Directors;
“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon;
“Bye-laws”	the Bye-laws of the Company as amended and restated from time to time, 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 issued Shares 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;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“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, which include treasury share(s) of the Company, if any, and the holders of treasury shares have no voting rights at the general meeting(s) of the Company;
“Shareholder(s)”	holder(s) of Share(s) from time to time;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00343)

Executive Director:

Mr. Kwan Kin Chung (*Managing Director*)

Non-executive Directors:

Mr. Wong Kon Man Jason (*Chairman*)

Dr. Liu Ka Ying Rebecca (*Vice Chairman*)

Independent non-executive Directors:

Mr. Wong Kwan Kit

Mr. Mung Yat Lik

Mr. Fung Ting Ho

Registered Office:

Victoria Place, 5th Floor,
31 Victoria Street,
Hamilton HM 10 Bermuda

Principal Office:

Suite 1502, 15/F.,
Far East Finance Centre,
16 Harcourt Road,
Admiralty, Hong Kong

1 August 2024

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR; AND (2) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

References are made to (i) the circular (the “**Original Circular**”) of the Company and the notice (the “**Original Notice**”) of the Annual General Meeting dated 18 July 2024, which set out the time and venue of the Annual General Meeting and contain the resolutions to be tabled before the Annual General Meeting for the Shareholders’ approval; and (ii) the announcement of the Company dated 31 July 2024 in relation to the appointment of Mr. Fung Ting Ho (“**Mr. Fung**”) as an independent non-executive Director with effect from 31 July 2024. This supplemental circular should be read together with the Original Circular.

The purpose of this supplemental circular is to set out the supplemental notice (the “**Supplemental Notice**”) of the Annual General Meeting as set out on pages 7 to 8 to this supplemental circular, and to provide you with information regarding the additional resolution to be considered at the Annual General Meeting.

* for identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

On 31 July 2024, the Company appointed Mr. Fung as an independent non-executive Director. In accordance with Bye-law 101 of the Bye-laws, any Director appointed by the Board to fill a causal vacancy or as an additional Director shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Fung (whose appointment by the Board became effective on 31 July 2024) shall hold office only until the Annual General Meeting and shall be eligible for re-election.

As Mr. Fung offers himself for re-election, an ordinary resolution will be proposed at the Annual General Meeting to re-elect Mr. Fung as an independent non-executive Director.

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

Mr. Fung Ting Ho, aged 58, was appointed as an independent non-executive Director with effect from 31 July 2024. Mr. Fung 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.

LETTER FROM THE BOARD

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. 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 supplemental circular, Mr. Fung does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

As at the date of this supplemental circular, 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 supplemental circular 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 Rules 13.51(2)(h) to (v) of the Listing Rules and there are no other matters in relation to the re-election of Mr. Fung that need to be brought to the attention of the Shareholders of the Company.

The nomination committee (the "**Nomination Committee**") of the Company was satisfied with the independence of Mr. Fung, with reference to the criteria as set out in Rule 3.13 of the Listing Rules. The Board considers that Mr. Fung is independent in accordance with the independence guidelines set out in the Listing Rules.

The Nomination Committee has recommended to the Board on re-election of Mr. Fung at the Annual General Meeting. The Board accepted the Nomination Committee's nomination and recommended Mr. Fung to stand for re-election as Directors by Shareholders at the Annual General Meeting. The Board believes that Mr. Fung will bring his valuable experience and knowledge to the Board for promoting the best interests of the Company and its Shareholders.

3. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The Annual General Meeting will be held as originally scheduled at Empire Room I, 1/F, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Tuesday, 20 August 2024 at 10:30 a.m. to consider and, if thought fit, pass the resolutions contained in the Original Notice which is set out on pages 16 to 20 of the Original Circular, as well as the Supplemental Notice on pages 7 to 8 of this supplement circular.

LETTER FROM THE BOARD

Since the form of proxy of the Company dated 18 April 2024 (the “**Original Proxy Form**”) does not include the resolution in relation to the re-election of Mr. Fung as an independent non-executive Director, the revised form of proxy (the “**Revised Proxy Form**”) for use at the Annual General Meeting is also enclosed to this supplemental circular. For those who intend to direct a proxy to attend the Annual General Meeting, please complete and sign the Revised Proxy Form 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 office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, 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 Revised Proxy Form will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish. The Revised Proxy Form is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and on the Company’s website (www.culturecom.com.hk).

If a Shareholder has already returned the Original Proxy Form in accordance with the instructions printed thereon, he/she should note that:

- (1) If no Revised Proxy Form is returned by the Shareholder, the Original Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the Annual General Meeting, including the additional resolution as set out in the Supplemental Notice.
- (2) If the Revised Proxy Form is returned by the Shareholder not less than 48 hours before the time appointed for the Annual General Meeting, the Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed.
- (3) If the Revised Proxy Form is returned by the Shareholder after the closing time as set out in the Supplemental Notice, the Revised Proxy Form will be deemed invalid. It will not revoke the Original Proxy Form previously lodged by the Shareholder. The Original Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if duly completed. The proxy appointed under the Original Proxy Form will also be entitled to vote in accordance with the instructions previously given by the Shareholder or at his/her discretion (if no such instructions are given) on any resolution properly proposed at the Annual General Meeting, including the additional resolution as set out in the Supplemental Notice.

LETTER FROM THE BOARD

4. RECOMMENDATION

In addition to the recommendation contained in the Original Circular in relation to the proposed resolutions set out in the Original Notice, the Directors consider that the proposed re-election of Mr. Fung as an independent non-executive Director is in the interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolution in relation to proposed re-election of Mr. Fung as an independent non-executive Director at the Annual General Meeting.

Yours faithfully,
On behalf of the Board
CULTURECOM HOLDINGS LIMITED
Kwan Kin Chung
Managing Director

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING



CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00343)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

References are made to the circular (the “**Original Circular**”) of Culturecom Holdings Limited (the “**Company**”) and the notice (the “**Original Notice**”) of the annual general meeting (the “**Annual General Meeting**”) of the Company dated 18 July 2024, which set out the time and venue of the Annual General Meeting and contain the resolutions to be tabled before the Annual General Meeting for Shareholders’ approval.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting will be held as originally scheduled at Empire Room I, 1/F, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Tuesday, 20 August 2024 at 10:30 a.m. to consider, and if thought fit, pass the following resolution as ordinary resolution in addition to the original resolutions set out in the Original Notice:

ORDINARY RESOLUTION

3. (iv) To re-elect Mr. Fung Ting Ho as an independent non-executive Director.

By Order of the Board
CULTURECOM HOLDINGS LIMITED
Kwan Kin Chung
Managing Director

Hong Kong, 1 August 2024

Registered Office:
Victoria Place, 5th Floor,
31 Victoria Street,
Hamilton HM 10 Bermuda

Principal Office:
Suite 1502, 15/F.,
Far East Finance Centre,
16 Harcourt Road,
Admiralty, Hong Kong

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SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. Details of the resolution numbered 3(iv) is set out in the supplemental circular (the “**Supplemental Circular**”) of the Company dated 1 August 2024. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Original Circular and the Supplemental Circular.
2. A revised form of proxy containing the new resolution numbered 3(iv) has been enclosed to the Supplemental Circular. Please refer to section headed “3. Annual General Meeting and Proxy Arrangement” in the Supplemental Circular for arrangements on the completion and submission of the revised form of proxy.
3. Save for the above new resolution numbered 3(iv), there are no other changes to the resolutions set out in the Original Notice.
4. Please refer to the Original Circular and the Original Notice for details of other resolutions to be proposed at the Annual General Meeting, eligibility for attending the Annual General Meeting, proxy, registration procedures, closure of register of members, and other relevant matters in relation to the Annual General Meeting.