THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00343)

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting of Culturecom Holdings Limited to be held at Empire Room I, 1/F, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Tuesday, 26 August 2025 at 10:30 a.m. is set out on pages 16 to 20 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 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 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 17M 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 form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

* *for identification purpose only*

15 July 2025

CONTENTS

Page

Responsibility Statement ii

Definitions 1

Letter from the Board

1. Introduction 3
2. General Mandate and Repurchase Mandate 4
3. Re-election of Directors 4
4. Annual General Meeting and Proxy Arrangement 6
5. Voting at Annual General Meeting 6
6. Closure of register of members 6
7. Recommendation 7
8. General Information 7

Appendix I – Explanatory Statement on the Repurchase Mandate 8

Appendix II – Details of the Directors Proposed to be re-elected at the Annual General Meeting 12

Notice of Annual General Meeting 16

RESPONSIBILITY STATEMENT

This 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 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.

In this 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, 26 August 2025 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 16 to 20 of this circular and at any adjournment thereof;
"associate(s)"	has the meaning as defined in the Listing Rules;
"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;
"CCASS"	the Central Clearing and Settlement System, a securities settlement system established and operated by Hong Kong Securities Clearing Company Limited;
"close associate(s)"	has the meaning as defined in the Listing Rules;
"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;
"Companies Act"	the Companies Act 1981 of Bermuda;
"connected person(s)"	has the meaning as defined in the Listing Rules;
"core connected person(s)"	has the meaning as defined in the Listing Rules;
"Director(s)"	the director(s) of the Company from time to time;
"General Mandate"	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with Shares (including sale and transfer of treasury shares) not exceeding 20% of the number of the issued Shares (excluding treasury shares) 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 Repurchase Mandate;

"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;
"inside information"	has the meaning defined in the SFO as amended form time to time;
"Latest Practicable Date"	8 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular;
"Listing Committee"	has the meaning as defined in the Listing Rules;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Repurchase 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 number of the issued Shares (excluding treasury shares) as at the date of passing the relevant resolution granting such mandate by the Shareholders;
"SFO"	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
"Share(s)"	ordinary share(s) of HK$0.01 each in the capital of the Company, which include treasury share(s) of the Company, if any, and the holders of treasury shares have no voting rights at the general meeting(s) of the Company
"Shareholder(s)"	holder(s) of Share(s) from time to time;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	The Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong;
"treasury shares"	has the meaning as defined in the Listing Rules;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong; and
"%"	per cent.

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

15 July 2025

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) PROPOSED RE-ELECTION OF DIRECTORS; AND (3) 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 General Mandate to the Directors; (ii) the granting of the Repurchase Mandate to the Directors; (iii) the extension of the General Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of Directors.

* *for identification purpose only*

2. GENERAL MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 20 August 2024, general mandates were granted to the Directors to exercise the powers of the Company to repurchase Shares 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 the General Mandates and the Repurchase Mandate to the Directors:

(a) to allot, issue or deal with Shares (including sale and transfer of treasury shares) of an aggregate number of up to 20% of the number of the issued Shares (excluding treasury shares) on the date of passing of such resolution;

(b) to repurchase on the Stock Exchange up to 10% of the number of the issued Shares (excluding treasury shares) on the date of passing of such resolution; and

(c) to extend the General Mandate by the number representing the aggregate number of the Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

As at the Latest Practicable Date, a total of 1,668,656,816 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company, the Company will be allowed to issue a maximum of 337,731,363 Shares and repurchase a maximum of 166,865,681 Shares, representing 20% and 10% of the total number of Shares in issue (excluding treasury shares, if any) as at the date of passing of the relevant resolution at the AGM respectively.

The General Mandate and the Repurchase 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. 5 and 6 set out in the notice of the Annual General Meeting. With reference to the Repurchase 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 Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in the Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

According to Bye-laws 110(A) of the Bye-laws, Mr. Mung Yat Lik, Dr. Liu Ka Ying Rebecca and Mr. Kwan Kin Chung shall retire from office by rotation at the Annual General Meeting, and being eligible, offer themselves, for re-election.

The Nomination Committee (the "**Nomination Committee**") of the Company has evaluated the performance of each of the retiring Directors for the year ended 31 March 2025 and found their performance satisfactory.

The Nomination Committee has reviewed the structure and composition of the Board, and the nomination was made in accordance with the selection criteria set out in the nomination policy of the Company and aimed to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company, the continuity of the Board and appropriate leadership at Board level. In assessing the suitability and the potential contribution to the Board of a proposed candidate, the Nomination Committee considered, among others, the following factors: character and integrity; qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy; diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service; requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the Listing Rules; and commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Nomination Committee took into account the different expertise, background, experience, skills and knowledge of each Director and believes each of them would provide valuable advice to the business development and their re-election can enhance the diversity of the Board. It believes that the academic background and experience of the retiring Directors will continue to bring diversity and new perspectives to the Board for its efficient and effective functioning, and continue providing valuable contributions and insights to the Board.

The Nomination Committee was satisfied with the independence of each independent non-executive Director, namely, Mr. Wong Kwan Kit, Mr. Mung Yat Lik and Mr. Fung Ting Ho, with reference to the criteria as set out in Rule 3.13 of the Listing Rules. The Board considers that each of the independent non-executive Directors 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 all the retiring Directors at the AGM. The Board accepted the Nomination Committee's nomination and recommended Mr. Mung Yat Lik, Dr. Liu Ka Ying Rebecca and Mr. Kwan Kin Chung to stand for re-election as Directors by Shareholders at AGM. The Board is also of the view that during his tenure as independent non-executive Director, Mr. Mung Yat Lik has made positive contributions to the Group's development, strategy and performance with his independent advice and comments and his understanding of the business of the Group. The Board believes that Mr. Mung Yat Lik will bring his valuable experience and knowledge to the Board for promoting the best interests of the Company and its Shareholders. At the AGM, ordinary resolutions will be proposed to re-elect Mr. Mung Yat Lik as an independent non-executive Director, and Dr. Liu Ka Ying Rebecca as a non-executive Director, and Mr. Kwan Kin Chung as a executive Director.

Particulars relating to each of Mr. Mung Yat Lik, Dr. Liu Ka Ying Rebecca and Mr. Kwan Kin Chung which are required to be disclosed by the Listing Rules are set out in the Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of Annual General Meeting is set out on pages 16 to 20 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the General Mandate, the extension of the General Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and 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 the Stock Exchange (www.hkexnews.hk) and on the Company's website (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 office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M 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 form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

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.

Holders of treasury shares of the Company, if any, have no voting right at the Company's general meeting.

6. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Thursday, 21 August 2025 to Tuesday, 26 August 2025 (both days inclusive) for determining the identity of the Shareholders who are entitled to attend and vote at the AGM. No transfer of Shares and/or exercise of the outstanding share options will be registered during this period. Shareholders whose name appear on the register of members of the Company on Tuesday, 26 August 2025 shall be entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, unregistered holders of the Shares should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 20 August 2025.

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 resolutions 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.

7. RECOMMENDATION

The Directors consider that the granting of the General Mandate and the Repurchase Mandate, to issue and repurchase share and the re-election of Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the Annual General Meeting.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix I (Explanatory Statement on the Repurchase Mandate) and Appendix II (Details of the Directors proposed to be re-elected at the Annual General Meeting) to this circular.

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

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 Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SECURITIES

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market to cancel the Shares repurchased following settlement of any such repurchase or hold them as treasury shares. Such repurchases for cancellation may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share. On the other hand, Shares repurchased and held by the Company as treasury shares may be resold on the market at market prices to raise funds for the Company, or transferred or used for other purposes, subject to compliance with the Listing Rules, its memorandum of association, the Bye-laws, and the laws of Bermuda. Share repurchase will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

2. SHARES

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,668,656,816 Shares. The Company did not have any treasury shares as at the Latest Practicable Date.

Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting in respect of the granting of the Repurchase 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 Repurchase Mandate to repurchase a maximum of 166,865,681 Shares (representing approximately 10% of the Shares in issue (excluding treasury shares) as at the Latest Practicable Date) during the period in which the Repurchase Mandate remains in force.

3. FUNDING OF REPURCHASES

In repurchasing Shares, 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, and/or any other applicable laws.

The Company is empowered by its memorandum of association, the Bye-laws to repurchase Shares. 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. The Company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or settlement otherwise than in accordance with the trading rules of the Stock Exchange.

4. NO REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a core connected persons, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

5. 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 2025) in the event that the Repurchase 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 Repurchase 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.

6. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase 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 276,975,112 Shares and 276,975,112 Shares, representing approximately 16.60% and 16.60% 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 Repurchase Mandate, the shareholding of Mr. Dizon Basilio and Ms. Chow Lai Wah Livia will be increased to approximately 18.44% and 18.44% respectively of the issued share capital of the Company. The Board of Directors has no intention to exercise the Repurchase Mandate, and consider that such increase will not give rise to an obligation for the Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

7. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close 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 Repurchase 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 Repurchase Mandate in accordance with the Listing Rules, its memorandum of association, the Bye-laws and the laws of Bermuda.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the treasury shares from CCASS, and either re-register them in its own name as treasury shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury shares.

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

The Company confirms that the explanatory statement set out in this appendix contains the information required under Rule 10.06 of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

8. MARKET PRICES OF SHARES

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

	Share	
	Highest	**Lowest**
	HK$	*HK$*
2024		
July	0.217	0.180
August	0.203	0.175
September	0.217	0.174
October	0.235	0.188
November	0.192	0.148
December	0.315	0.141
2025		
January	0.218	0.157
February	0.205	0.166
March	0.200	0.164
April	0.188	0.160
May	0.184	0.147
June	0.157	0.120
July (up to the Latest Practicable Date)	0.150	0.135

9. 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.

MR. MUNG YAT LIK, AGED 67, INDEPENDENT NON-EXECUTIVE DIRECTOR

Experience and Length of service

Mr. Mung Yat Lik, ("**Mr. Mung**"), was appointed as an independent non-executive Director in December 2018. Mr. Mung is a member of the Audit Committee of the Company. Mr. Mung has been appointed as a member of each of the Remuneration Committee and Nomination Committee on 6 May 2024.

He has 36 years of experience in investment management, tourism, logistics and investment property. In particular, he has extensive experience in cooperation with state-owned enterprises in investment and operations, as well as cable media management. Mr. Mung acted as the Vice President and general manager of Guangdong Southern Yinshi Cable Media Company Limited (廣東南方銀視網絡傳媒有限公司) and as a director of Hoteline Network Limited. Mr. Mung is currently the Managing Director of Guangdong Guoye Greenhouse Technology Limited (廣東國葉綠屋科技有限公司), the Vice President and investment director of Xiamen Xinyou Logistics Company Limited (廈門鑫友物流有限公司) and the Vice President and investment director of Shenxing (Hainan) Travel Limited (神行(海南)旅行社有限公司).

Positions held with the Company and other members of the Group

Save as disclosed above, Mr. Mung does not hold any other position with the Company and other members of the Group.

Other directorships held in listed public companies

Save as disclosed above, Mr. Mung has not held any other directorship in other listed public companies in the last three years.

Relationships

Mr. Mung 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. Mung 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. Mung. During the financial year ended 31 March 2025. Mr. Mung 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

There are no other matters that need to be brought to the attention of the Shareholders. 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 in respect of the re-election of Mr. Mung as an independent non-executive Director.

DR. LIU YING REBACCA, AGED 55, A NON-EXECUTIVE DIRECTOR

Experience and length of service

Dr. Liu Ka Ying Rebacca, ("**Dr. Liu**"), was appointed as a non-executive Director and as Vice Chairman of the Company in January 2023. Dr. Liu possesses experience in management, finance, investment, as well as accounting and financial management, she is currently the senior vice president of Fortune (Shanghai) Limited. Dr. Liu is a member of the American Institute of Certified Public Accountants (AICPA), Illinois CPA Society (ICPAS) of the United States and Hong Kong Institute of Certified Public Accountants (HKICPA). Dr. Liu obtained a double bachelor's degree in Business Administrative Studies from York University, Canada with major in management and in accounting (with honour) in 1992 and 1994, respectively. She also obtained a doctoral's degree in business administration from Victoria University of Switzerland in November 2011. Dr. Liu is also a member of the Hong Kong Institute of Bankers, Association of Women Accountants (Hong Kong) Limited, and Hong Kong Professionals and Senior Executives Association. She was also a former member of the Tenth and the Eleventh Jilin Provincial Committee of the Chinese People's Political Consultative Conference.

From June 1996 to March 2002, Dr. Liu served as the general manager for the Asia and China region of The PRG-Schultz International, Inc., (a company listed on NASDAQ). In January 2007, Dr. Liu was appointed as the chief executive officer of AllPanther Asset Management Limited and has served at such position since then.

Dr. Liu is currently an independent non-executive director of Logan Group Company Limited (stock code: 3380), SITC International Holdings Company Limited (stock code: 1308) and Paradise Entertainment Limited (stock code: 1180), all of which are companies listed on the Main Board of The Stock Exchange of Hong Kong Limited. Dr. Liu had been an independent non-executive director of Renaissance Asia Silk Road Group Limited from August 2022 to November 2024 (stock code: 0274), the shares of the company is listed on the Main Board of the Stock Exchange of Hong Kong Limited.

Positions held with the Company and other members of the Group

Save as disclosed above, Dr. Liu does not hold any other position with the Company and other members of the Group.

Other directorships held in listed public companies

Save as disclosed above, Dr. Liu has not held any other directorships in other listed public companies in the last three years.

Relationships

Other than being the sister of Dr. Liu Hin Wang, Leris, the chief executive officer of the Company, Dr. Liu 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, Dr. Liu 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 Dr. Liu. During the financial year ended 31 March 2025, Dr. Liu received director's fee of HK$120,000 and director's emoluments of HK$480,000 for the above position, which is determined by reference to her duties and responsibilities with the Company.

Matters that need to be brought to the attention of the Shareholders

There are no other matters that need to be brought to the attention of the Shareholders. 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 in respect of the re-election of Dr. Liu as an non-executive Director.

MR. KWAN KIN CHUNG, AGED 56, AN EXECUTIVE DIRECTOR

Experience and Length of service

Mr. Kwan Kin Chung ("**Mr. Kwan**"), joined the Group in 1998 and was appointed as an executive Director and the Managing Director of the Company in March 2008, Mr. Kwan is the Chairman of the Corporate Governance Committee of the Company, a member of the Remuneration Committee of the Company and is a director of certain subsidiaries of the Group. Mr. Kwan held the position as the vice president of the Group from 1998 to 2002 and was appointed as an acting Chief Executive Officer of the Company in April 2007. During the period of serving as the Vice President of the Group, Mr. Kwan was also the vice publisher of Tin Tin Daily News where he gained wealth of experience in media industry. He holds a Bachelor Degree of Arts in Economics from Zhongshan University, Guangzhou, PRC. Mr. Kwan has extensive experience in businesses restructuring and corporate investment.

Positions held with the Company and other members of the Group

Save as disclosed above, Mr. Kwan does not hold any other position with the Company and other members of the Group.

Other directorships held in listed public companies

Save as disclosed above, Mr. Kwan has not held any other directorship in other listed public companies in the last three years.

Relationships

Mr. Kwan 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. Kwan 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

Mr. Kwan has an employment contract with the Company. During the financial year ended 31 March 2025, Mr. Kwan received director's fee of HK$120,000 and director's emolument of HK$556,000 for the above positions, 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

There are no other matters that need to be brought to the attention of the Shareholders. 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 in respect of the re-election of Mr. Kwan as an executive Director.

CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00343)

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Annual General Meeting**") of Culturecom Holdings Limited (the "**Company**") will be held at Empire Room I, 1/F, Empire Hotel Hong Kong – Wan Chai, 33 Hennessy Road, Wan Chai, Hong Kong on Tuesday, 26 August 2025 at 10:30 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the "**Director(s)**") and the auditors of the Company for the year ended 31 March 2025.

2. To confirm, ratify and approve the payment of Directors' fee to Directors for the year ended 31 March 2025.

3. (i) To re-elect Mr. Mung Yat Lik as an independent non-executive Director;

   (ii) To re-elect Dr. Liu Ka Ying Rebacca as a non-executive Director;

   (iii) To re-elect Mr. Kwan Kin Chung as an executive Director; and

   (iv) To authorise the board (the "**Board**") of Directors to fix the remuneration of the Directors.

4. To re-appoint Gary Cheng CPA Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the Board to fix their remuneration.

* *for identification purpose only*

5. 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 powers of the Company to repurchase issued shares in the share capital of the Company on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the "**SFC**") and the Stock Exchange for such purpose, subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, or any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

(b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of the issued shares of the Company (excluding treasury shares) on the date of passing of this resolution and the said approval shall be limited accordingly; and

(c) 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."

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 (c) below, and pursuant to the Rules (the "**Listing Rules**") Governing the Listing of Securities on the Stock Exchange, 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 unissued shares of the Company (the "**Share(s)**") or to resell treasury shares (which shall have the meaning ascribed to it under the Listing Rules, the "**treasury shares**") of the Company (if permitted under the Listing Rules), and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into Shares) during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the total number of Shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to options or otherwise) and treasury shares sold and/or transferred or agreed conditionally or unconditionally to be sold and/or transferred by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to:

(i) a Rights Issue (as defined below);

(ii) the exercise of options under a share option scheme of the Company; and

(iii) 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 total number of the issued shares of the Company (excluding treasury shares) 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 recognized regulatory body or any stock exchange)."

7. 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. 5 and 6 set out in the notice convening the Annual General Meeting, the general mandate referred to in resolution no. 6 above be and is hereby extended by the addition thereto of the number representing the aggregate number of shares repurchased by the Company pursuant to the mandate referred to in resolution no. 5 above, provided that such number shall not exceed 10% of the aggregate number of the issued shares of the Company (excluding treasury shares) on the date of the passing of this resolution."

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

Hong Kong, 15 July 2025

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

Notes:

1. A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or (if the member is a holder of two or more shares) more proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company but must be present in person at the Annual General Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

2. To be valid, the proxy form together with any power of attorney or other authority (if any) under which it is signed or a notarial certified copy of such power or authority must be deposited at the office of the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before (i.e. 10:30 a.m., Sunday, 24 August 2025) the time of the Annual General Meeting or any adjourned meeting.

3. The principal register of members and the branch registers of members of the Company will be closed from Thursday, 21 August 2025 to Tuesday, 26 August 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m., Wednesday, 20 August 2025.

4. If typhoon signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will publish an announcement on the website of the Company at www.culturecom.com.hk and on the "Latest Listed Company Information" page of the Stock Exchange website at www.hkexnews.hk/to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the annual general meeting of the Company and in such event, the instrument appointing a proxy shall be deemed to be revoked.