
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 form of proxy, 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 the 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: 343)

(Warrant Code: 1453)

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR
TO SHAREHOLDERS DATED 8 JULY 2016**

- (1) RE-ELECTION OF ADDITIONAL RETIRING DIRECTORS;
(2) POSTPONEMENT OF THE ANNUAL GENERAL MEETING; AND
(3) REVISED NOTICE OF ANNUAL GENERAL MEETING**
-

Capitalised terms used in the lower portion of this cover page, the Contents page and the Responsibility Statement of this supplemental circular shall have the same respective meanings as those defined in the section headed “Definitions” in this supplemental circular. This circular is supplemental to and should be read together with the Original Circular in relation to, among other things, the general mandates to issue new shares and repurchase securities and the re-election of retiring Directors and the Original Notice of Annual General Meeting originally scheduled to be held at The Grand Ballroom 1/F., Harbour Grand Hong Kong, 23 Oil Street, North Point, Hong Kong on Thursday, 18 August 2016 at 10:30 a.m.

A Revised Notice convening the Postponed Annual General Meeting of the Company to be held at Falcon Room I, Gloucester Luk Kwok Hong Kong Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 20 September 2016 at 10:30 a.m. is set out on pages 9 to 13 of this supplemental circular. A Revised Proxy Form for use in connection with the Postponed Annual General Meeting is also enclosed with this supplemental circular. Such Revised Proxy Form is also published on the website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and on the Company’s website (www.culturecom.com.hk). The Original Proxy Form despatched with the Original Circular is superseded by the Revised Proxy Form enclosed herewith.

If you are not able to attend the Postponed Annual General Meeting, please complete and sign the accompanying Revised Proxy Form in accordance with the instructions printed thereon and return it to the principal place of business of the Company at Room 2305-06, 23/F, Hing Yip Commercial Centre, 272-284 Des Voeux Road Central, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the Postponed Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the Revised Proxy Form will not preclude Shareholders from attending and voting in person at the Postponed Annual General Meeting or any adjournment thereof 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

Capitalised terms used herein shall have the same respective meanings as those defined in the Original Circular unless the context requires otherwise. In addition, in this supplemental circular, the following expressions shall have the following respective meanings:

“Business Day”	has the meaning of “business day” as defined in the Listing Rules
“Closing Time”	48 hours before the time appointed for holding the Postponed AGM or any adjournment thereof (as the case may be)
“Latest Practicable Date”	12 August 2016, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained herein
“Original Circular”	the circular of the Company dated 8 July 2016
“Original Notice of Annual General Meeting”	the notice convening the Annual General Meeting, as set out in the Original Circular
“Original Proxy Form”	the form of proxy accompanying the Original Circular
“Postponed AGM”	the Annual General Meeting which was originally scheduled to be held on Thursday, 18 August 2016 at 10:30 a.m. but will be postponed and held on Tuesday, 20 September 2016 at 10:30 a.m.
“Revised Notice of Annual General Meeting”	the revised notice convening the Postponed AGM, as set out in this supplemental circular
“Revised Proxy Form”	the new form of proxy accompanying this supplemental circular

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: 343)

(Warrant Code: 1453)

Chairman and Non-Executive Director:

Mr. Chu Bong Foo

Executive Directors:

Ms. Chow Lai Wah Livia (*Vice Chairman*)

Dr. Lai Tak Kwong Andrew (*Chief Executive Officer*)

Mr. Kwan Kin Chung (*Managing Director*)

Mr. Tang U Fai

Mr. Tang Kwing Chuen Kenneth

Mr. Chen Man Lung

Mr. Chung Billy

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Principal Office:

Room 2305-06, 23/F
Hing Yip Commercial Centre
272-284 Des Voeux Road Central
Hong Kong

Independent Non-Executive Directors:

Mr. Fan Chun Wah Andrew

Mr. Joseph Lee Chennault

Mr. Lai Qiang

Ms. Ng Ying

15 August 2016

*To the Shareholders, and for information only,
holders of the Warrants*

Dear Sir/Madam,

**SUPPLEMENTAL CIRCULAR TO THE CIRCULAR
TO SHAREHOLDERS DATED 8 JULY 2016**

- (1) RE-ELECTION OF ADDITIONAL RETIRING DIRECTORS;
(2) POSTPONEMENT OF THE ANNUAL GENERAL MEETING; AND
(3) REVISED NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

Reference is made to the Original Notice of Annual General Meeting and the Original Circular issued by the Company on 8 July 2016. This supplemental circular should be read in conjunction with the Original Circular which contains, among things, information in respect of the resolutions to be proposed at the Annual General Meeting for (i) the grant of general mandates to repurchase securities and to issue new shares of the Company; and (ii) the re-election of retiring Directors. In particular, your attention is drawn to the section under the heading "Re-election of Retiring Directors" on page 4 of the Original Circular and Appendix II to the Original Circular.

* for identification purpose only

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with information relating to the re-election of two additional retiring Directors at the Postponed AGM and to give you the Revised Notice of Annual General Meeting and the Revised Proxy Form.

2. RE-ELECTION OF ADDITIONAL RETIRING DIRECTORS

Subsequent to the despatch of the Original Circular, the Original Notice of Annual General Meeting and the Original Proxy Form to the Shareholders on 8 July 2016, the Company has noted that in accordance with clauses 101, 110 (A) and 190(V) of the Bye-Laws,

- (a) in addition to each of Ms. Ng Ying and Mr. Joseph Lee Chennault, Dr. Lai Tak Kwong, Andrew (“**Dr. Lai**”) will retire by rotation as a Director and, being eligible, offer himself for re-election at the Annual General Meeting; and
- (b) Mr. Kwan Kin Chung, an executive Director and the Managing Director (“**Mr. Kwan**”), is not required to retire as a Director but for good corporate governance and in compliance with the Corporate Governance Code of the Listing Rules, Mr. Kwan will voluntarily retire as a Director at the Annual General Meeting.

3. POSTPONEMENT OF THE ANNUAL GENERAL MEETING

To ensure that the Company is in full compliance with the 10 Business Days’ notice requirement under rule 13.73 of the Listing Rules in respect of this supplemental circular, the AGM will be postponed from Thursday, 18 August 2016 to Tuesday, 20 September 2016.

4. REVISED NOTICE OF ANNUAL GENERAL MEETING

Given that the Original Notice of Annual General Meeting did not contain the proposed ordinary resolutions in relation to the proposed re-elections of Mr. Kwan and Dr. Lai as Directors, the Revised Notice of Annual General Meeting which includes such resolutions is set out on pages 9 to 13 of this supplemental circular. The Revised Notice of Annual General Meeting is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.culturecom.com.hk). The Revised Notice of Annual General Meeting shall replace and supersede the Original Notice of Annual General Meeting.

5. REVISED PROXY FORM

Since the Original Proxy Form which had been despatched to the Shareholders on 8 July 2016 did not contain the proposed ordinary resolutions in relation to the re-elections of Mr. Kwan and Dr. Lai as Directors, the Revised Proxy Form has been prepared to include such resolutions and is enclosed with this supplemental circular. The Revised Proxy Form is also published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.culturecom.com.hk). The Revised Proxy Form shall replace and supersede the Original Proxy Form.

LETTER FROM THE BOARD

If you are not able to attend the Postponed AGM, you are advised to complete and return the Revised Proxy Form in accordance with the instructions printed thereon as soon as possible, and in any event, not later than 48 hours before the time appointed for holding the Postponed AGM to the Company's principal office in Hong Kong at Room 2305-06, 23/F, Hing Yip Commercial Centre, 272-284 Des Voeux Road Central, Hong Kong.

Completion and return of the Revised Proxy Form will not preclude you from attending and voting in person at the Postponed AGM or any adjourned meeting (as the case be) should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

A Shareholder who has not yet lodged the Original Proxy Form with the Company is advised to lodge the Revised Proxy Form if he/she/it wishes to appoint proxy(ies) to attend the Postponed AGM on his/her/its behalf. In this case, the Original Proxy Form should not be lodged with the Company.

For any Shareholder who has already submitted the Original Proxy Form with the Company according to the instructions set out in the Original Notice of Annual General Meeting, please note that:

- (i) if no Revised Proxy Form is lodged with the Company, the Original Proxy Form will be treated as a valid form of proxy lodged by him/her/it if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she/it may be directed under the Original Proxy Form, and in respect of the revised resolutions as set out in the Revised Notice of Annual General Meeting and the Revised Proxy Form, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution(s) properly put to the Postponed AGM (including, if properly put, the resolutions for the re-election of two additional retiring Directors as set out in this supplemental circular);
- (ii) if the Revised Proxy Form is lodged with the Company before the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the relevant Shareholder. The Revised Proxy Form will be treated as a valid proxy form lodged by the Shareholder if correctly completed; and
- (iii) if the Revised Proxy Form is lodged with the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be deemed invalid. The Original Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form had been lodged with the Company. Accordingly, Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Company before the Closing Time.

LETTER FROM THE BOARD

6. CHANGE OF BOOK CLOSURE PERIOD

Due to postponement of the Annual General Meeting, in order to determine the Shareholders who will be entitled to attend and vote at the Postponed AGM, the closure period of the register of members of the Company will be changed from the period from Monday, 15 August 2016 to Thursday, 18 August 2016 (both dates inclusive) to the period from Wednesday, 14 September 2016 to Tuesday, 20 September 2016 (both dates inclusive), during which period no transfer of Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar, Computershare Hong Kong Investor Services Ltd. at Shops 1712-1716, 17/F., Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 13 September 2016 in order to qualify for attending and voting at the Postponed AGM.

7. RECOMMENDATIONS

The Directors consider that the proposed ordinary resolutions in relation to the proposed re-elections of Mr. Kwan and Dr. Lai as Directors at the Postponed AGM are in the interests of the Company and the Shareholders as a whole. The Directors, therefore, recommend that Shareholders should vote in favour of the above resolutions and the resolutions regarding (i) the grant of general mandates to repurchase securities and to issue new shares of the Company; and (ii) the re-election of the other two retiring Directors, namely Ms. Ng Ying and Mr. Joseph Lee Chennault as set out in the Revised Notice of Annual General Meeting.

Shareholders are advised to read this supplemental circular together with the Original Circular for information relating to the voting arrangements.

Yours faithfully,
On behalf of the Board
Chu Bong Foo
Chairman

APPENDIX DETAILS OF TWO ADDITIONAL DIRECTORS PROPOSED TO BE RE-ELECTED AT THE POSTPONED AGM

Pursuant to the Listing Rules, the details of the two additional Directors who will retire at the Postponed AGM and will be proposed to be re-elected at the Postponed AGM are provided below.

Mr. Kwan Kin Chung, aged 47, an Executive Director and the Managing Director

Experience and length of service

Mr. Kwan Kin Chung joined the Group in 1998 and has been one of the Executive Directors since March 2008. Mr. Kwan is also the Managing Director of the Company and serves as a Director for several subsidiaries of the Company. He held the position of Vice President of the Group from 1998 to 2002 and was appointed as the acting Chief Executive Officer of the Company in April 2007. During the period of serving as Vice President, Mr. Kwan was also the vice publisher of Tin Tin Daily News where he gained valuable experience in the media industry. Mr. Kwan holds the position of the Managing Director of China Bio Cassava Holdings Limited (“**China Bio Cassava**”) (Stock code: 8129) whose shares are listed on the Growth Enterprise Market of the Stock Exchange and an associate of the Company. Mr. Kwan has extensive experience in business restructuring and corporate investment. He holds a Bachelor’s Degree of Arts in Economics from Zhongshan University, Guangzhou, the People’s Republic of China.

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 directorships in other listed public companies in the last three years.

Relationships

Other than the relationship arising from his being an Executive Director and the Managing Director of the Company, 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 was beneficially interested in 987,300 share options granted by the Company, entitling him to subscribe for a total of 987,300 Shares at various subscription prices, within the meaning of Part XV of the SFO. In addition, Mr. Kwan was beneficially interested in 6,450,000 share options granted by China Bio Cassava, entitling him to subscribe for a total of 6,450,000 shares of China Bio Cassava at various subscription prices, within the meaning of Part XV of the SFO.

APPENDIX DETAILS OF TWO ADDITIONAL DIRECTORS PROPOSED TO BE RE-ELECTED AT THE POSTPONED AGM

Director's emoluments

There is no service contract entered into between the Company and Mr. Kwan. During the financial year ended 31 March 2016 (the “**Year**”), Mr. Kwan received a director’s fee of HK\$120,000 and director’s emolument of HK\$725,000 for the above positions, which were determined by the Board upon the recommendation of the remuneration committee of the Board (the “**Remuneration Committee**”) by reference to his duties and responsibilities with the Company.

Matters that need to be brought to the attention of the Shareholders and holders of the Warrants

There are no other matters that need to be brought to the attention of the Shareholders and the holders of Warrants. There are no other matters required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

Dr. Lai Tak Kwong Andrew, aged 62, an Executive Director and the Chief Executive Officer

Experience and length of service

Dr. Lai Tak Kwong Andrew was appointed as an Executive Director and the Chief Executive Officer of the Company in April 2014. Dr. Lai was the Corporate Vice President of United States Hewlett-Packard (“HP”) and General Manager of HP Global Delivery China Center (“GDCC”). In 2003, he was appointed as the Chief Executive Officer of Bytewatch Inc., a high-profile, fast-paced Silicon Valley Company. In 2006, Dr. Lai was named as Shanghai HP Board of Director, President of HP Software Engineering Academy and Vice President and General Manager of HP GDCC with clients mainly from Europe, America and Fortune 500 listed companies in Asia. He holds a Master of Business Administration and a Master of Computer Science from the University of Southern California, Los Angeles, the United States as well as a Bachelor’s Degree and a Doctorate of Philosophy in Computer Science in the United States.

Positions held with the Company and other members of the Group

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

Relationships

Other than the relationship arising from his being an Executive Director and the Chief Executive Officer of the Company, Dr. Lai 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.

**APPENDIX DETAILS OF TWO ADDITIONAL DIRECTORS PROPOSED
TO BE RE-ELECTED AT THE POSTPONED AGM**

Interests in securities

As at the Latest Practicable Date, Dr. Lai was beneficially interested in 5,000,000 share options granted by the Company, entitling him to subscribe for 5,000,000 Shares at a subscription price of HK\$1.15 each, within the meaning of Part XV of the SFO.

Director's emoluments

A service contract dated 31 March 2014 was entered into between the Company and Dr. Lai. During the Year, Dr. Lai received a director's fee of HK\$120,000 and director's emolument of HK\$2,100,000, which were determined by the Board upon the recommendation of the Remuneration Committee by reference to his duties and responsibilities with the Company.

Matters that need to be brought to the attention of the Shareholders and holders of the Warrants

There are no other matters that need to be brought to the attention of the Shareholders and holders of the Warrants. There are no other matters required to be disclosed pursuant to paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

REVISED 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: 343)

(Warrant Code: 1453)

Reference is made to the notice of annual general meeting (the “**Annual General Meeting**”) of Culturecom Holdings Limited (the “**Company**”) dated 8 July 2016 (the “**Original Notice**”), which set out the date, time and venue of the Annual General Meeting and the resolutions to be proposed for the approval by the shareholders of the Company (the “**Shareholders**”).

REVISED NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be postponed and held at Falcon Room I, Gloucester Luk Kwok Hong Kong Hotel, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 20 September 2016 at 10:30 a.m. to transact the following businesses:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 March 2016.
2. To confirm, ratify and approve the payment of Directors’ fees to the Directors for the year ended 31 March 2016.
3. To re-elect Mr. Kwan Kin Chung as Director, the terms of appointment of which are set out in the supplemental circular of the Company dated 15 August 2016 (the “**Supplemental Circular**”).
4. To re-elect Dr. Lai Tak Kwong Andrew as Director, the terms of appointment of which are set out in the Supplemental Circular.
5. To re-elect Ms. Ng Ying as Director, the terms of appointment of which are set out in the circular of the Company dated 8 July 2016 (the “**Original Circular**”).
6. To re-elect Mr. Joseph Lee Chennault as Director, the terms of appointment of which are set out in the Original Circular.
7. To re-appoint Deloitte Touche Tohmatsu as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration.

* for identification purpose only

REVISED NOTICE OF ANNUAL GENERAL MEETING

8. 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 the powers of the Company to purchase its securities, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the total nominal amount of the shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly;
 - (c) the total amount of subscription rights attached to the warrants of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total amount of subscription rights attached to such warrants outstanding on the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (d) 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.”
9. 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, 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 authorised and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorise the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) the exercise of the subscription rights attaching to the warrants issued by the Company;
 - (ii) a Rights Issue (as defined below);
 - (iii) the exercise of share options under a share option scheme of the Company; and
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on the shares of the Company in accordance with the Bye-laws of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company 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 the holders of the shares of the Company or any class thereof on the register of members of the Company 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 recognised regulatory body or any stock exchange).

REVISED NOTICE OF ANNUAL GENERAL MEETING

10. 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. 8 and 9 set out in the notice convening this meeting, the general mandate referred to in resolution no. 9 above be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of shares purchased by the Company pursuant to the mandate referred to in resolution no. 8 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”

By Order of the Board
CULTURECOM HOLDINGS LIMITED
Chu Bong Foo
Chairman

Hong Kong, 15 August 2016

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or (if, holding two or more shares more than one) proxy to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) For more information of the other resolutions to be considered at the postponed Annual General Meeting, please refer to the Original Circular.
- (3) To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the head office and principal place of business of the Company at Room 2305-06, 23/F, Hing Yip Commercial Centre, 272-284 Des Voeux Road Central, Hong Kong not later than 48 hours before the time of the postponed Annual General Meeting or any adjourned meeting (as the case may be) (the “**Closing Time**”).
- (4) Since the proxy form for the Annual General Meeting which was dispatched to Shareholders on 8 July 2016 (the “**Original Proxy Form**”) does not contain all the resolutions as set out in this Revised Notice of the Annual General Meeting, a new form of proxy (the “**Revised Proxy Form**”) has been prepared and is enclosed with this Revised Notice of the Annual General Meeting.
- (5) A Shareholder who has not yet lodged the Original Proxy Form with the Company is advised to lodge the Revised Proxy Form if he/she/it wishes to appoint proxy(ies) to attend the postponed Annual General Meeting on his/her/its behalf. In this case, the Original Proxy Form should not be lodged with the Company.
- (6) For any Shareholder who has already submitted the Original Proxy Form with the Company according to the instructions set out in the Original Notice, please note that:
 - (i) if no Revised Proxy Form is lodged with the Company, the Original Proxy Form will be treated as a valid proxy form lodged by him/her/it if correctly completed. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she/it may be directed under the Original Proxy Form, and in respect of the revised resolutions as set out in this Revised Notice of the Annual General Meeting and the Revised Proxy Form, the proxy will be entitled to vote at his/her/its discretion or to abstain from voting on such resolution(s);

REVISED NOTICE OF ANNUAL GENERAL MEETING

- (ii) if the Revised Proxy Form is lodged with the Company before the Closing Time, the Revised Proxy Form will revoke and supersede the Original Proxy Form previously lodged by the relevant Shareholder. The Revised Proxy Form will be treated as a valid form of proxy lodged by the Shareholder if correctly completed; and
 - (iii) if the Revised Proxy Form is lodged with the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Proxy Form will be deemed invalid. The Original Proxy Form, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the Original Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no Revised Proxy Form had been lodged with the Company. Accordingly, the Shareholders are advised to complete the Revised Proxy Form carefully and lodge the Revised Proxy Form with the Company before the Closing Time.
- (7) The principal register of members and branch registers of members and warrant holders of the Company will be closed from 14 September 2016 to 20 September 2016, both days inclusive.