
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 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 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)

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SECURITIES AND TO ISSUE
NEW SHARES OF THE COMPANY AND
RE-ELECTION OF RETIRING DIRECTORS AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an 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, 18 August 2020 at 10:30 a.m. is set out on pages 19 to 22 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 Hong Kong Exchanges and Clearing 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 principal place of business of the Company at Suite 1502, 15/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, 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*

RESPONSIBILITY STATEMENT

This circular, for which the Directors (the “Directors”) of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors of the Company, 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.

DEFINITIONS

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

- “Annual General Meeting” 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, 18 August 2020 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 19 to 22 of this circular and at any adjournment thereof;
- “Board” the board of Directors;
- “Buyback 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 issued Shares of the Company as at the date of passing the relevant resolution granting such mandate by the Shareholders;
- “Bye-laws” the Bye-laws adopted by the Company on 15 June 1993 and including subsequent amendments, 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 securities 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;
- “HK\$” Hong Kong dollars, the lawful currency of Hong Kong;

DEFINITIONS

“Issuance Mandate”	the general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and deal with new Shares not exceeding 20% of the issued share capital of the Company 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 Buyback Mandate;
“Latest Practicable Date”	13 July 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Options”	options to subscribe for Shares granted under any share option scheme(s) adopted by the Company on 12 August 2013;
“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 or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	registered 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 and Shares Repurchase/Buyback issued by the Securities and Futures Commission in Hong Kong.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing 2019 novel coronavirus disease (“COVID-19”), the Company will implement the following precautionary measures at the Annual General Meeting to protect attending shareholders, staff and stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted for every shareholder, proxy or other attendee at the entrance of the meeting venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- (ii) The Company encourages each attendee to wear a surgical face mask throughout the meeting and inside the meeting venue, and to maintain a safe distance between seats.
- (iii) No refreshments will be served, and there will be no corporate gift.
- (iv) Each attendee may be asked whether (a) he/she travels outside of Hong Kong within the 14-day period immediately before the Annual General Meeting; and (b) he/she is subject to any Hong Kong Government prescribed quarantine. Anyone who responds positively to any of these questions may be denied entry into the meeting venue or be required to leave the meeting venue.

In addition, the Company reminds all shareholders that physical attendance in person at the meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting instead of attending the meeting in person, by completing and return the proxy form attached to this document.

If any shareholder chooses not to attend the meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board of the Company, he/she is welcome to send such question or matter in writing to our registered office or to our email at ir@culturecom.com.hk.

If any shareholder has any question relating to the meeting, please contact Computershare Hong Kong Investor Services Limited, the Company’s share registrar as follows:

Computershare Hong Kong Investor Services Limited
17M Floor, Hopewell Centre
183 Queen’s Road East, Wan Chai, Hong Kong
Email : hkinfo@computershare.com.hk
Tel : 2862 8555
Fax : 2865 0990

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 Directors:

Ms. Chow Lai Wah Livia (*Vice Chairman*)
Mr. Huang Mingguo (*Chief Executive Officer*)
Mr. Kwan Kin Chung (*Managing Director*)
Mr. Yuen Kin

Registered Office:

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

Independent Non-executive Directors:

Mr. Wong Kwan Kit
Mr. Fan Chun Wah Andrew
Mr. Mung Yat Lik

Principal Office:

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

17 July 2020

*To the Shareholders, and for information only,
of the Company*

Dear Sir/Madam,

**PROPOSED GRANTING OF GENERAL MANDATES TO
REPURCHASE SECURITIES AND TO ISSUE
NEW SHARES OF THE COMPANY AND
RE-ELECTION OF RETIRING DIRECTORS AND
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 Buyback Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the aggregate number of the issued Shares repurchased by the Company under the Buyback Mandate; and (iv) the re-election of retiring Directors.

* *for identification purpose only*

LETTER FROM THE BOARD

2. BUYBACK AND ISSUANCE MANDATES

At the annual general meeting of the Company held on 28 August 2019, 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 new general mandates to the Directors:

- (a) to purchase on the Stock Exchange up to 10% of the Shares of the Company on the date of passing of such resolution (the “Buyback Mandate”);
- (b) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of such resolution (the “Issuance Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of the Shares repurchased by the Company pursuant to and in accordance with the Buyback Mandate.

The Buyback Mandate and the Issuance 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. 6 and 7 set out in the notice of the Annual General Meeting. With reference to the Buyback 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 Buyback Mandate. The explanatory statement as required by the Listing Rules in connection with the Buyback Mandate is set out in the Appendix I to this circular.

LETTER FROM THE BOARD

3. RE-ELECTION OF RETIRED DIRECTORS

According to Bye-laws 101, 110(A) and 190(v) of the Bye-laws, Messrs. Huang Mingguo, Yuen Kin, Wong Kwan Kit and Fan Chun Wah Andrew shall retire from office by rotation at the Annual General Meeting, and being eligible, offer themselves, for re-election. Details of Messrs. Huang Mingguo, Yuen Kin, Wong Kwan Kit and Fan Chun Wah Andrew which are required to be disclosed by the Listing Rules are set out in the Appendix II to this circular.

It was noted that the re-election of Mr. Fan Chun Wah Andrew (“Mr. Fan”) who currently holds more than six directorships in other listed companies in Hong Kong. Taking into account of the relevant expertise of Mr. Fan, his good track records in attending the Company’s meetings and providing feedbacks to the Company’s affairs from time to time; and he has provided a confirmation to the Company that he would ensure to devote sufficient time to the Board and the committees of the Company in which he is a member, the Board believes Mr. Fan would still be able to devote sufficient time to the Board. The Board is satisfied with Mr. Fan’s valuable contribution to the Group and Mr. Fan has the required character, integrity and experience to continuously fulfill his role as an Independent Non-executive Director effectively.

Mr. Fan’s biographical details which are required to be disclosed by the Listing Rules are set out in Appendix II of this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of Annual General Meeting is set out on pages 19 to 22 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the granting of the Buyback Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Buyback Mandate and the 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 Hong Kong Exchanges and Clearing Limited (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 principal place of business of the Company, at Suite 1502, 15/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, 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.

LETTER FROM THE BOARD

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.

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 resolution 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.

6. RECOMMENDATION

The Directors consider that the granting of the Buyback Mandate, the granting/extension of the Issuance Mandate, the re-election of retiring 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.

7. GENERAL INFORMATION

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

Yours faithfully,

On behalf of the Board

Huang Mingguo

Executive Director and Chief Executive Officer

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 Buyback Mandate.

1. REASONS FOR BUYBACK OF SECURITIES

The Directors believe that the granting of the Buyback Mandate is in the interests of the Company and the Shareholders.

Repurchases of securities of the Company may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Buyback Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARES

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,390,656,816 Shares.

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 Buyback 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 Buyback Mandate to repurchase a maximum of 139,065,682 Shares (representing 10% of the Shares in issue as at the Latest Practicable Date) during the period in which the Buyback 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.

4. 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 2020) in the event that the Buyback 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 Buyback 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.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Buyback 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 323,360,112 Shares and 323,360,112 Shares, representing approximately 23.25% and 23.25% 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 Buyback Mandate, the shareholding of Mr. Dizon Basilio and Ms. Chow Lai Wah Livia will be increased to approximately 25.84% and 25.84% respectively of the issued share capital of the Company. The Board of Directors has no intention to exercise the Buyback Mandate, and will not give rise to an obligation for the Shareholders to make a mandatory offer under Rule 26 of the Takeovers Code.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective 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 Buyback Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buyback 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 Buyback Mandate in accordance with the Listing Rules and the laws of Bermuda.

7. 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
	<i>HK\$</i>	<i>HK\$</i>
2019		
June	0.235	0.193
July	0.199	0.145
August	0.148	0.131
September	0.155	0.129
October	0.135	0.119
November	0.130	0.116
December	0.148	0.116
2020		
January	0.140	0.116
February	0.127	0.102
March	0.113	0.080
April	0.104	0.091
May	0.102	0.090
June	0.103	0.075
July (up to the Latest Practicable Date)	0.106	0.098

8. 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).

**APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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. Huang Mingguo, aged 48, an Executive Director and Chief Executive Officer

Experience and Length of service

Mr. Huang Mingguo (“Mr. Huang”), was appointed as an Executive Director and Chief Executive Officer of the Company in July 2018. Mr. Huang is a member of the Corporate Governance Committee of the Company and is a Director of certain subsidiaries of the Group. He holds a Bachelor Degree in Chemistry from Peking University and a Certificate of Advanced Management Program from Harvard Business School. Mr. Huang was the project manager of market research division in P&G, China. He has also set up and operated numerous companies which were engaged in advertising media, market research, capital management and investment business. In 2010, he was appointed as the Chairman of Panmedia Institute which is the first nonprofit making think tank in China established to undertake the development and study of media knowledge and management. In 2011 to 2014, he served as an Executive Chairman and Chief Executive Officer of Shanghai Midas Media Limited. In August 2015, Mr. Huang set up the venture fund – 珠海中觀乾明壹期創業投資企業(有限合伙) investing in new business startups. Mr. Huang has equity interest in 珠海市中觀乾明投資管理有限公司, of which is a general partner of 珠海中觀乾明壹期創業投資企業(有限合伙). Mr. Huang is also a limited partner of 珠海中觀乾明壹期創業投資企業(有限合伙) which holds a 6.75% equity interest in Eqmen Technology Limited (“Eqmen”), a non-wholly owned subsidiary of the Company. Mr. Huang is the legal representative and a Director of Eqmen.

Positions held with the Company and other members of the Group

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

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Relationships

Other than the relationship arising from his being an Executive Director and Chief Executive Officer, Mr. Huang 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. Huang is interested in a total of 14,960,000 shares of the Company within the meaning of Part XV of the SFO.

Director's emoluments

Mr. Huang has an employment contract with the Company. During the financial year ended 31 March 2020, Mr. Huang received director's fee of HK\$120,000 and director's emolument of HK\$2,370,000 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.

Mr. Yuen Kin, aged 65, an Executive Director

Experience and Length of service

Mr. Yuen Kin ("Mr. Yuen"), was appointed as an Executive Director of the Company in September 2017 and Mr. Yuen is a Director of certain subsidiaries of the Group. Mr. Yuen holds a Master of Business Administration degree from the University of Toronto, Canada. He is a Chartered Professional Accountant in Canada and he is a fellow member of the Hong Kong Institute of Certified Public Accountants and of the Association of Chartered Certified Accountants. He has extensive experience in corporate finance, financial planning, reporting and management.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

He is an Independent Non-executive Director of Lafe Corporation Limited (SGX:AYB), a company listed on the Singapore Exchange. He is also an Independent Non-executive Director of Emerson Radio Corporation (NYSEMKT: MSN), a company listed on The American Stock Exchange. He is currently an Independent Non-executive Director of Huayi Tencent Entertainment Limited (stock code: 0419), a company listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. Yuen had been a Non-executive Director of Kong Sun Holdings Limited from January 2017 to November 2017 (stock code: 0295), the shares of which are 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, Mr. Yuen 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. Yuen has not held any other directorship in other listed public companies in the last three years.

Relationships

Other than the relationship arising from his being an Executive Director, Mr. Yuen 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. Yuen 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. Yuen has an employment contract with the Company. During the financial year ended 31 March 2020, Mr. Yuen received director's fee of HK\$120,000 and director's emolument of HK\$1,050,000 for the above positions, which is determined by reference to his duties and responsibilities with the Company.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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.

Mr. Wong Kwan Kit, aged 48, an Independent Non-executive Director

Experience and Length of service

Mr. Wong Kwan Kit (“Mr. Wong”), was appointed as an Independent Non-executive Director of the Company in July 2018. Mr. Wong is the Chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee of the Company. Mr. Wong is currently an Independent Non-executive Director of Man Sang International Limited (stock code: 0938) and Sprocomm Intelligence Limited (stock code: 1401), both of companies listed on the Main Board of the Stock Exchange of Hong Kong Limited.

Mr. Wong holds a Master of Business Administration degree from the Chinese University of Hong Kong. He is a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Wong has over 19 years of experience in accounting and financial management, mergers and acquisitions gained from certain finance related positions in companies listed in Hong Kong.

Positions held with the Company and other members of the Group

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

Relationships

Other than the relationship arising from his being an Independent Non-executive Director, Mr. Wong 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 II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Interests in securities

As at the Latest Practicable Date, Mr. Wong 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. Wong. During the financial year ended 31 March 2020, Mr. Wong received director's fee of HK\$120,000 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.

Mr. Fan Chun Wah Andrew JP, aged 41, an Independent Non-executive Director

Experience and Length of service

Mr. Fan Chun Wah Andrew JP (“Mr. Fan”), was appointed as an Independent Non-executive Director of the Company in April 2015. Mr. Fan is a member of the Audit Committee, the Remuneration Committee and the Nomination Committee of the Company. Mr. Fan is a practicing certified public accountant in Hong Kong with over 13 years of experience. He holds a Bachelor Degree of Business Administration (Accounting and Finance) from The University of Hong Kong and a Bachelor Degree in Laws from the University of London. Mr. Fan is a member of the Association of Chartered Certified Accountants in the United Kingdom and an associate member of the Hong Kong Institute of Certified Public Accountants. He is also a committee member of the tenth to twelfth Chinese People's Political Consultative Conference of the Zhejiang Province, the fourth and fifth Chinese People's Political Consultative Conference of Shenzhen and the Tenth Vice Chairman of Zhejiang Province United Young Association.

Mr. Fan is currently an Independent Non-executive Director of Fulum Group Holdings Limited (stock code: 1443), Chuang's China Investments Limited (stock code: 0298), Space Group Holdings Limited (stock code: 2448), Nameson Holdings Limited (stock code: 1982), and Universal Star (Holdings) Limited (stock code: 2346), all of which are companies listed on the Main Board of The Stock Exchange of Hong Kong Limited. Mr. Fan is also currently an Independent Non-executive Director of Omnibridge Holdings Limited (stock code: 8462) and CNC Holdings Limited (stock code: 8356) listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited. Mr. Fan had been an Independent Non-executive Director of Sinomax Group Limited from March 2014 to June 2020 (stock code: 1418) and Hong Kong Resources Company Holdings Limited from July 2015 to May 2017 (stock code: 2882), the shares of all companies are listed on the Main Board of the Stock Exchange of Hong Kong Limited, and Sanbase Corporation Limited from January 2018 to December 2019 (stock code: 8501), the shares of the company are listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited.

Positions held with the Company and other members of the Group

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

Relationships

Other than the relationship arising from his being an Independent Non-executive Director, Mr. Fan 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 II DETAILS OF THE DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Interests in securities

As at the Latest Practicable Date, Mr. Fan 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. Fan. During the financial year ended 31 March 2020, Mr. Fan 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.

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)

NOTICE IS HEREBY GIVEN that 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, 18 August 2020 at 10:30 a.m. for the following purposes:

1. To receive and consider the Audited Financial Statements and the Reports of the Directors and the Auditors for the year ended 31 March 2020.
2. To confirm, ratify and approve the payment of Directors’ fee to Directors for the year ended 31 March 2020.
3.
 - (i) To re-elect Mr. Huang Mingguo as Director.
 - (ii) To re-elect Mr. Yuen Kin as Director.
 - (iii) To re-elect Mr. Wong Kwan Kit as Director
 - (iv) To re-elect Mr. Fan Chun Wah Andrew as Director.
4. 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*

NOTICE OF ANNUAL GENERAL MEETING

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 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 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) 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, 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;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) above shall authorize 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 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 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;

NOTICE OF ANNUAL GENERAL MEETING

“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 this meeting, the general mandate referred to in resolution no. 6 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. 5 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
Huang Mingguo
Executive Director and Chief Executive Officer

Hong Kong, 17 July 2020

Notes:

- (1) A member entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
- (2) To be valid, the form of proxy 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 head office and principal place of business of the Company at Suite 1502, 15/F., Far East Finance Centre, 16 Harcourt Road, Admiralty, Hong Kong not less than 48 hours before the time of the meeting or any adjourned meeting.
- (3) The Principal Register of Members and the branch Registers of Members will be closed from 13 August 2020 to 18 August 2020 (both days inclusive), during which period no transfer of shares will be registered. In order to qualify for attending the 2020 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, Wanchai, Hong Kong not later than 4:30 p.m., 12 August 2020.