Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :   **31/01/2011**

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer   CULTURECOM HOLDINGS LIMITED

Date Submitted   2 February 2011

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :   343   Description :   ORDINARY SHARES

	No. of ordinary shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month	1,000,000,000	HK$1.00	HK$1,000,000,000
Increase/(decrease)	199,000,000,000		HK$1,000,000,000
Balance at close of the month	200,000,000,000	HK$0.01	HK$2,000,000,000

(2) Stock code :   Description :

	No. of ordinary shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

	No. of preference shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Stock code : _____ Description : _____			
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

3. Other Classes of Shares

	No. of other classes of shares	Par value *(State currency)*	Authorised share capital *(State currency)*
Stock code : _____ Description : _____			
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month *(State currency)* :   HK$2,000,000,000

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	**689,255,964**			
Increase/ (decrease) during the month	**NIL**			
Balance at close of the month	**689,255,964**			

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share option scheme approved and adopted on (21/08/2002) Ordinary shares *(Note 1)*	NIL	NIL	NIL	NIL	NIL	144,650,000
2. (/ /) shares *(Note 1)*						
3. (/ /) shares *(Note 1)*						

Total A. (Ordinary shares)	NIL	
(Preference shares)	N/A	
(Other class)	N/A	
Total funds raised during the month from exercise of options (State currency)	NIL	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ____ (/ /) ____						
2. _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ____ (/ /) ____						
3. _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ____ (/ /) ____						
4. _____ _____ (/ /) Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) ____ (/ /) ____						

Total B.   (Ordinary shares) _____

(Preference shares) _____

(Other class) _____

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy)) (/ /)						
2. _____ _____ _____ Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
3. _____ _____ _____ Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						
4. _____ _____ _____ Stock code (if listed) _____ Class of shares issuable *(Note 1)* _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) (/ /)						

Total C. (Ordinary shares) _____
(Preference shares) _____
(Other class) _____

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ _____ _____ _____ _____ _____ (/ /) Ordinary shares *(Note 1)*	0	
2. _____ _____ _____ _____ _____ _____ _____ (/ /) Ordinary shares *(Note 1)*	0	
3. _____ _____ _____ _____ _____ _____ (/ /) Ordinary shares *(Note 1)*	0	
Total D. (Ordinary shares)	N / A	
(Preference shares)	N / A	
(Other class)	N / A	

Other Movements in Issued Share Capital

Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price :	State currency _____	Class of shares issuable _____ *(Note 1)*			
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					_____	_____
2. Open offer	At price :	State currency _____	Class of shares issuable _____ *(Note 1)*			
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					_____	_____
3. Placing	At price :	State currency _____	Class of shares issuable _____ *(Note 1)*			
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					_____	_____
4. Bonus issue			Class of shares issuable _____ *(Note 1)*			
			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
					_____	_____

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price :	State currency ————	Class of shares issuable *(Note 1)* ———— Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	————	————
6. Repurchase of shares			Class of shares repurchased *(Note 1)* ———— Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	————	————
7. Redemption of shares			Class of shares redeemed *(Note 1)* ———— Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	————	————
8. Consideration issue	At price :	State currency ————	Class of shares issuable *(Note 1)* ———— Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	————	————

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable ———— *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
10. Other (Please specify) At price : State currency ————	Class of shares issuable ———— *(Note 1)* Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)		
	Total E. (Ordinary shares) ———— (Preference shares) ———— (Other class) ————		

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	NIL
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

As disclosed in the Company's announcement dated 17 December 2010 (the "**Announcement**"), the purposed Capital Reorganisation involved the Capital Reduction (the "**Capital Reduction**") and Increase in Authorised Share Capital have been approved by the shareholders at the special general meeting (the "**SGM**") held on 24 January 2011.

1. Capital Reduction

(i)   The reduction of the issued share capital of the Company through a cancellation of the paid-up capital of the Company to the extent of HK$0.99 on each of the issued shares so that the nominal value of each issued ordinary share will be reduced from HK$1.00 to HK$0.01;

(ii) The reduction of the authorised share capital of the Company by reducing the nominal value of all shares from HK$1.00 to HK$0.01

2. Increase in Authorised Share Capital

Upon the effective of the Capital Reduction, the authorised share capital of the Company is $10,000,000 divided into 1,000,000,000 shares. Pursuant to the approval granted from the shareholders in the SGM, the authorised share capital of the Company increased from HK$10,000,000 divided into 1,000,000,000 shares of HK$0.01 each to HK$2,000,000,000 divided into 200,000,000,000 shares at HK$0.01 each.

Submitted by: _____KWAN KIN CHUNG_____

Title: _____DIRECTOR_____
(Director, Secretary or other duly authorised officer)

Notes :

1.   State the class of shares (e.g. ordinary, preference or other).

2.   If there is insufficient space, please append the prescribed continuation sheet.