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*This announcement appears for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Warrants or any other securities of the Company.*



## **CULTURECOM HOLDINGS LIMITED**

**文化傳信集團有限公司\***

*(incorporated in Bermuda with limited liability)*

(Stock Code: 343)

**COMPLETION OF PRIVATE PLACING OF UP TO 137,850,000 LISTED  
WARRANTS IN REGISTERED FORM HAVING RIGHTS TO SUBSCRIBE  
FOR SHARES IN THE SHARE CAPITAL OF THE COMPANY AT THE  
INITIAL SUBSCRIPTION PRICE OF HK\$0.28 PER SHARE**

**Financial adviser to the Company**



**KINGSTON CORPORATE FINANCE LTD.**

**Placing Agent**



**KINGSTON SECURITIES LTD.**

The Board is pleased to announce that all 137,850,000 Warrants have been fully placed under the Placing in accordance with the terms and conditions set out in the Prospectus by 4:00 p.m. on 15 April 2011 (being the closing time for the Placing), and completion of the Placing has taken place on 29 April 2011.

\* For identification purpose only

Application has been made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, the Warrants and any Shares that may be issued upon exercise of the subscription rights attached to the Warrants as mentioned in the Prospectus. The Stock Exchange has granted the conditional listing approval for the Warrants and any Shares that may be issued upon exercise of the subscription rights attached to the Warrants on 21 April 2011. Dealings in the Warrants on the Stock Exchange are expected to commence from 9:00 a.m. on Tuesday, 3 May 2011.

The Warrants will be traded in board lots of 10,000 units each. The stock code of the Warrants is 824.

Reference is made to the prospectus issued by the Company dated 1 April 2011 (the “**Prospectus**”) in relation to the private placing of up to 137,850,000 Warrants in registered form entitling the holders thereof to subscribe for Shares at an initial subscription price of HK\$0.28 per Share (the “**Placing**”). Unless the context requires or specifically defined herein, capitalised terms used in this announcement have the same meanings as those defined in the Prospectus.

The Board are pleased to announce that all 137,850,000 Warrants have been fully placed under the Placing in accordance with the terms and conditions set out in the Prospectus by 4:00 p.m. on 15 April 2011 (being the closing time for the Placing), and completion of the Placing has taken place on 29 April 2011.

Application has been made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, the Warrants and any Shares that may be issued upon exercise of the subscription rights attached to the Warrants as mentioned in the Prospectus. The Stock Exchange has granted the conditional listing approval for the Warrants and any Shares that may be issued upon exercise of the subscription rights attached to the Warrants on 21 April 2011. Dealings in the Warrants on the Stock Exchange are expected to commence from 9:00 a.m. on Tuesday, 3 May 2011. The Warrants and any Shares that may be issued upon exercise of the subscription rights attached to the Warrants will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Warrants on the Stock Exchange or under contingent situation, such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

The Warrants will be issued in registered form and each Warrant will entitle the holder thereof the right (the “**Subscription Rights**”) to subscribe in cash for one Share at an initial subscription price of HK\$0.28, subject to adjustments, at any time during the period commencing on 3 May 2011 and ending on 2 May 2013 (or the next business day after 2 May 2013 if 2 May 2013 is not a business day), both days inclusive (the “**Subscription Period**”). Any Subscription Rights which have not been exercised during the Subscription Period will lapse and the relevant Warrant certificates will cease to be valid for any purpose.

Each Warrant certificate will contain a subscription form. In order to exercise the Subscription Rights, a holder of Warrants must complete and sign the subscription form (which will be irrevocable) and deliver the Warrant certificate (and, if the subscription form is not the form endorsed on the Warrant certificate, the separate subscription form duly completed) to Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong or such other person, firm or company as may be approved from time to time by the Directors together with a remittance of the relevant subscription monies (or in case of partial exercise, the relevant portion of the subscription monies) for the new Shares in respect of which the Subscription Rights are being exercised.

No fraction of a Share will be allotted but, if a Warrantholder remits subscription monies in excess of the aggregate Subscription Price due for the Shares in respect of which he is exercising his Subscription Rights, any excess will be refunded by the Company to the Warrantholder, provided always that for the purpose of determining whether any (and if so what) fraction of a Share arises if the Subscription Rights represented by the Warrant certificate and any one or more other Warrant certificates are exercised on the same Subscription Date by the same Warrantholder then the Subscription Rights represented by such Warrants shall be aggregated.

Certificates for the Warrants (together with the subscription forms) will be despatched on or before Friday, 29 April 2011 at the risk of the Warrantholders entitled thereto to their respective addresses shown on the register of Warrantholders of the Company. The certificates for the Warrants have become valid evidence of title to the Warrants commencing the date hereof as the Placing has become unconditional and the Placing Agreement has not been terminated by the Placing Agent in accordance with the terms as set out in the Placing Agreement.

Dealings in the Warrants on the Stock Exchange are expected to commence from 9:00 a.m. on Tuesday, 3 May 2011. The Warrants will be traded in board lots of 10,000 units each. The stock code of the Warrants is 824.

The Prospectus, for information only, is available to the public for inspection at the principal place of business of the Company in Hong Kong at 6th Floor, Culturecom Centre, 47 Hung To Road, Kwun Tong, Kowloon, Hong Kong during normal business hours.

By order of the Board  
**Culturecom Holdings Limited**  
**Chu Bong Foo**  
*Chairman*

Hong Kong, 29 April 2011

*As at the date of this announcement, the Board comprises of Mr. Kwan Kin Chung, Mr. Wan Xiaolin, Mr. Chung Billy, Mr. Tang U Fai, Mr. Tang Kwing Chuen Kenneth and Mr. Chen Man Lung (all being executive Directors); Mr. Chu Bong Foo (the Chairman and non-executive Director); and Mr. Tsang Wai Wa, Mr. Joseph Lee Chennault, Mr. Lai Qiang (all being independent non-executive Directors).*