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Form A
表格甲

Provisional Allotment Letter No.
暫定配額通知書編號

IMPORTANT
重要提示

TERMS USED HEREIN SHALL HAVE THE SAME MEANINGS AS DEFINED IN THE PROSPECTUS (THE "PROSPECTUS") OF CULTURECOM HOLDINGS LIMITED (THE "COMPANY") DATED 1 FEBRUARY 2011, UNLESS THE CONTEXT OTHERWISE REQUIRES.

THIS DOCUMENT IS VALUABLE AND TRANSFERABLE AND REQUIRES YOUR IMMEDIATE ATTENTION. THE OFFER CONTAINED IN THIS DOCUMENT EXPIRES AT 4:00 P.M. ON 18 FEBRUARY 2011.

If you are in any doubt as to the contents of this provisional allotment letter or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

Dealings in the Shares may be settled through CCASS operated by HKSCC and you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers for details of those settlement arrangements and how such arrangements may affect your rights and interests.

A copy of each of the Prospectus Documents (as defined herein), together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies" in appendix III to the Prospectus, has been registered with the Registrar of Companies in Hong Kong pursuant to Section 342C of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong). A copy of the Prospectus will be filed with the Registrar of Companies in Bermuda prior to or as soon as reasonably practicable after publication pursuant to the Companies Act, 1981 of Bermuda (as amended), The Securities and Futures Commission of Hong Kong and the Registrar of Companies in Hong Kong and the Registrar of Companies in Bermuda take no responsibility for the contents of any of these documents.

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

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange and compliance with the stock admission requirements of HKSCC, the Rights Shares in both nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement date of dealings in the Rights Shares in both nil-paid and fully-paid forms on the Stock Exchange or such other dates as 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 CCASS Operational Procedures in effect from time to time.

除文義另有所指外，本文件所採用之詞彙與文化傳信集團有限公司（「本公司」）於二零一一年二月一日刊登之章程（「章程」）所界定者具相同涵義。本文件具有價值及可轉讓，並須閣下立即處理。本文件所載之建議於二零一一年二月十八日下午四時正失效。

閣下如對本暫定配額通知書之內容或應採取之行動有任何疑問，應諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

買賣股份可透過由香港結算管理之中央結算系統進行交易。閣下應就該等交易安排詳情及該等安排可能對閣下之權利及權益造成之影響諮詢持牌證券交易商、銀行經理、律師、專業會計師或其他專業顧問。

章程文件（定義見本文）各一份印本，連同在章程附錄三「送呈公司註冊處處長之文件」一段所述之文件，已根據香港法例第342C條之規定送呈香港公司註冊處處長登記。章程印本將根據一九八一年百慕達公司法（經修訂）於刊登前或於刊登後之合理可行情況下盡快送呈百慕達公司註冊處處長登記。香港證券及期貨事務監察委員會、香港公司註冊處處長及百慕達公司註冊處處長對上述任何文件之內容概不負責。

香港交易及結算所有限公司、聯交所及香港結算對本文件之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本文件全部或任何部份內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

待未繳股款及繳足股款供股股份獲准於聯交所上市及買賣以及符合香港結算之股份收納規定後，未繳股款及繳足股款供股股份將獲香港結算接納為合資格證券，可由未繳股款及繳足股款供股股份各自於聯交所開始買賣日期或香港結算釐定之有關其他日期起，於中央結算系統寄存、結算及交收。聯交所參與者之間於任何交易日進行之交易須於其後第二個交易日在中央結算系統內進行交收。所有在中央結算系統內進行之活動均依據不時有效之中央結算系統一般規則及中央結算系統運作程序規則進行。



CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 343)

(於百慕達註冊成立之有限公司)

(股份代號：343)

**RIGHTS ISSUE ON THE BASIS OF ONE RIGHTS SHARE FOR
EVERY TWO EXISTING SHARES HELD ON THE RECORD DATE**

按於記錄日期每持有兩股現有股份獲發一股供股股份之基準
進行供股

PROVISIONAL ALLOTMENT LETTER

暫定配額通知書

Registered office:

註冊辦事處：

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Head office and principal place of

business in Hong Kong:

總辦事處及香港主要營業地點：
6th Floor, Culturecom Centre
47 Hung To Road, Kwun Tong
Kowloon
Hong Kong

香港
九龍觀塘
鴻圖道47號
文化傳信中心6樓

1 February 2011
二零一一年二月一日

Branch Share Registrar and transfer office

in Hong Kong:

香港股份過戶登記分處：

Computershare Hong Kong Investor Services

Limited

Shops 1712-1716

17th Floor

Hopewell Centre

183 Queen's Road East

Wanchai

Hong Kong

香港中央證券登記有限公司

香港

灣仔

皇后大道東183號

合和中心17樓

1712-1716室

Name(s) and address of the Qualifying Shareholder(s) 合資格股東姓名及地址

[Empty box for shareholder name and address]

Total number of Shares registered in your name(s) on Monday,
31 January 2011

於二零一一年一月三十一日（星期一）以閣下名義登記之股份總數

Box A

甲欄

[Empty box for Box A]

Total number of Rights Shares provisionally allotted to you subject to payment in
full on application by not later than 4:00 p.m. on Friday, 18 February 2011

暫定配發予閣下之供股股份總數，股款須不遲於二零一一年二月十八日
（星期五）下午四時正申請時繳足

Box B

乙欄

[Empty box for Box B]

Total subscription monies payable

應繳認購款項總額

Box C

丙欄
HK\$港元

[Empty box for Box C]

To accept this provisional allotment in full, you must lodge this original document 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, together with a remittance in cheques or cashier's orders in Hong Kong dollars for the full amount shown in Box C above so as to be received by no later than 4:00 p.m. on 18 February 2011. Cheques must be drawn on an account with, or cashier's orders must be issued by, a licensed bank in Hong Kong and made payable to "Culturecom Holdings Limited - Provisional Allotment Account" and must be crossed "Account Payee Only". Instructions on transfer and splitting are set out overleaf. No receipt will be given for such remittance.

It should be noted that the Underwriting Agreement contains provisions entitling the Underwriter, by notice in writing to the Company, to terminate the Underwriting Agreement on the occurrence of certain events, which have been set out in the paragraph headed "Termination of the Underwriting Agreement" in the Prospectus before such day specified in the Underwriting Agreement. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional, the Rights Issue will not proceed.

It should be noted that the Shares had been dealt in on an ex-rights basis since 26 January 2011. Dealings in the Rights Shares in their nil-paid form will take place from 8 February 2011 to 15 February 2011 (both days inclusive). If the conditions of the Rights Issue are not fulfilled and/or waived at or before 4:00 p.m. on Wednesday, 23 February 2011 (or such later time and/or date as the Company and the Underwriter may determine), the Underwriting Agreement shall terminate and the Rights Issue will lapse. Any persons contemplating buying or selling Shares up to the date on which all the conditions of the Rights Issue are fulfilled and/or waived, and any dealing in the Rights Shares in their nil-paid form between 8 February 2011 to 15 February 2011 (both days inclusive), bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholders or other persons contemplating dealing in the Shares or the Rights Shares in their nil-paid form are recommended to consult their own professional advisers.

閣下如全數接納本暫定配額，必須將本文件正本連同以港元繳付上列丙欄所示數額之全部款項（以支票或銀行本票形式），不遲於二零一一年二月十八日下午四時正送交本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。支票須由香港之持牌銀行賬戶開出，或銀行本票須由香港之持牌銀行發出，註明抬頭人為「Culturecom Holdings Limited - Provisional Allotment Account」及必須以「只准入抬頭人賬戶」劃線方式開出。有關轉讓及分拆之指示載於背頁。所有繳款將不獲發收據。

敬請注意，包銷協議載有條文，包銷商有權於發生若干事故時（該等事故已載於章程之「終止包銷協議」一段）在包銷協議中訂明之有關日期前向本公司發出書面通知終止包銷協議。倘包銷商終止包銷協議或包銷協議不能成為無條件，則供股將不會進行。

敬請注意，股份已由二零一一年一月二十六日起按除權基準買賣。未繳股款供股股份將於二零一一年二月八日至二零一一年二月十五日（包括首尾兩日）進行買賣。倘供股之條件未能於二零一一年二月十三日（星期三）下午四時正（或本公司與包銷商可能釐定之有關較後時間及/或日期）之前達成及/或豁免，則包銷協議將告終止及供股將失效。任何人士擬於所有供股條件達成及/或豁免之前買賣股份，及於二零一一年二月八日至二零一一年二月十五日（包括首尾兩日）期間內買賣任何未繳股款供股股份，均須承擔供股未必能成為無條件或未必進行之風險。擬買賣股份或未繳股款供股股份之任何股東或其他人士，務請諮詢彼等之專業顧問。

NO RECEIPT WILL BE GIVEN
所有繳款將不獲發收據

* for identification purposes only
* 僅供識別

IN THE EVENT OF TRANSFER OF RIGHTS TO SUBSCRIBE FOR RIGHTS SHARE(S) REPRESENTED BY THIS DOCUMENT, AD VALOREM STAMP DUTY IS PAYABLE ON EACH SALE AND EACH PURCHASE. A GIFT OR TRANSFER OF BENEFICIAL INTEREST OTHER THAN BY WAY OF SALE IS ALSO LIABLE TO AD VALOREM STAMP DUTY. EVIDENCE OF PAYMENT OF AD VALOREM STAMP DUTY WILL BE REQUIRED BEFORE REGISTRATION OF THIS DOCUMENT.

在轉讓本文件代表之供股股份認購權利時，每宗買賣均須繳付從價印花稅。除出售外，饋贈或轉讓實益擁有之權益亦須繳付從價印花稅。在辦理本文件之登記手續前，須出示已繳付從價印花稅之證明。

Form B

表格乙

FORM OF TRANSFER AND NOMINATION

轉讓及提名表格

(To be completed and signed only by the Qualifying Shareholder(s) who wish(es) to transfer all of its/his/her/their rights to subscribe for the Rights Shares comprised herein)
(只供有意全數轉讓其/彼/彼等可認購本表格所列供股股份權利之合資格股東填寫及簽署)

To: The Directors
Culturecom Holdings Limited

致：文化傳信集團有限公司
列位董事

Dear Sirs:
I/We hereby transfer all of my/our rights to subscribe for the Rights Shares comprised in this provisional allotment letter to the person(s) accepting the same and signing the registration application form (Form C) below.

敬啟者：
本人/吾等謹將本暫定配額通知書所列本人/吾等可認購供股股份之權利全數轉讓予接受此權利並簽署下列登記申請表格（表格丙）之人士。

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of Shareholder(s) (all joint Shareholders must sign)
股東簽署（所有聯名股東均須簽署）

Date 日期：_____

Ad valorem stamp duty is payable by the transferor(s) if this form is completed.
如已填妥本表格，轉讓人須繳付從價印花稅。

Form C

表格丙

REGISTRATION APPLICATION FORM

登記申請表格

(To be completed and signed only by the person(s) to whom the rights to subscribe for the Rights Shares are being transferred)
(只供獲轉讓可認購供股股份權利之人士填寫及簽署)

To: The Directors
Culturecom Holdings Limited

致：文化傳信集團有限公司
列位董事

Dear Sirs,
I/We request you to register the number of Rights Shares mentioned in Box B of Form A in my/our name(s). I/We agree to accept the same on the terms set out in this provisional allotment letter and the accompanying Prospectus and subject to the memorandum of association and the bye-laws of the Company.

敬啟者：
本人/吾等謹請董事將表格甲中乙欄所列之供股股份數目登記於本人/吾等名下。本人/吾等同意按照本暫定配額通知書及隨附之章程所載條款，以及在 貴公司之組織章程大綱及細則規限下，接納此等供股股份。

Existing Shareholder(s)
please mark "X" in this box
現有股東請在本欄內填上「X」符號

To be completed in BLOCK LETTERS in ENGLISH. Joint applicants should give the address of the first named applicant only.
請用英文正楷填寫。聯名申請人只須填報排名首位之申請人地址。

Name of applicant in English 申請人英文姓名	Family Name (姓氏)	Other Name (名字)	Name in Chinese 中文姓名	
Name of applicant or name(s) of joint applicant(s) in English (if any) 申請人或聯名申請人 (如有) 英文姓名				
Address in English 英文地址				
Occupation 職業			Tel. No. 電話號碼	
Dividend instructions 股息指示				
Name and address of bank 銀行名稱及地址	Bank account number 銀行賬戶號碼			
	BANK 銀行		BRANCH 分行	ACCOUNT 賬戶

1. _____ 2. _____ 3. _____ 4. _____

Signature(s) of applicant(s) (all joint applicants must sign)
申請人簽署（所有聯名申請人均須簽署）

Date 日期：_____

Ad valorem stamp duty is payable by the transferee(s) if this form is completed.
如已填妥本表格，承讓人須繳付從價印花稅。
Names of Chinese applicants must be given both in English and in Chinese characters.
華裔申請人須填寫中英文姓名。



CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(於百慕達註冊成立之有限公司)
(股份代號：343)

敬啟者：

緒言

根據本暫定配額通知書隨附之有關供股之章程所載條款及在其條件規限下，董事已按於記錄日期營業時間結束時在本公司股東名冊上以 閣下名義登記每兩(2)股現有股份可獲發一(1)股供股股份之基準，向 閣下暫定配發本暫定配額通知書前頁所示數目之供股股份。閣下於當日持有之股份數目載於甲欄，而暫定配發予 閣下之供股股份總數則載於本暫定配額通知書乙欄。

供股股份一經配發、發行及繳足，將在各方面與當時之現有股份享有同等權益。繳足股款供股股份之持有人將有權收取所有於供股股份以繳足股款形式配發及發行當日後所宣派、作出或派付之未來股息及分派。

章程及任何有關申請表格並未亦不會根據香港及百慕達以外之任何司法權區之任何適用證券法例或同等法例註冊或存案。

本公司並未辦理任何手續以獲准在香港以外任何地區或司法權區提呈供股股份、或派發章程或任何有關申請表格。因此，在香港以外任何地區或司法權區接獲章程或任何有關申請表格之人士，均不得視之為申請供股股份之要約或邀請，除非於相關司法權區可毋須遵守任何登記或其他法律或監管規定而合法作出該要約或邀請。

於香港以外任何地區接獲章程或任何有關申請表格且有意根據章程承購供股股份之任何人士(包括但不限於代名人、代理及信託人)，須自行全面遵守有關地區之法例(包括就遵守該地區或司法權區規定之任何其他正式手續而取得任何政府或其他同意)，以及支付該地區或司法權區就供股所須支付之任何稅項、徵費及其他款項。凡任何人士接納供股，即表示該人士向本公司聲明及保證，其已遵守該等當地法例及規定。倘 閣下對本身之情況有任何疑問，應諮詢 閣下之專業顧問。

接納手續

閣下如欲全數承購供股股份之暫定配額，須將本暫定配額通知書整份連同丙欄所示於申請時應繳付之全數股款(以支票或銀行本票形式)，不遲於二零一一年二月十八日下午四時正交回本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。所有股款須以港元繳付，支票須由香港之持牌銀行賬戶開出，或銀行本票則須由香港之持牌銀行發出，並須註明抬頭人為「Culturecom Holdings Limited – Provisional Allotment Account」及以「只准入抬頭人賬戶」方式劃線開出。繳付上述股款將表示 閣下根據本暫定配額通知書及章程之條款，並在本公司之組織章程大綱及細則規限下接納供股股份之暫定配額。所有繳款將不獲發收據。

敬請注意，除非本暫定配額通知書已經填妥並連同丙欄所示之適當股款如上文所述於二零一一年二月十八日下午四時正之前由原承配人或已獲有效轉讓權利之任何人士一併交回，否則 閣下之暫定配額及一切認購供股股份之權利將視作不獲接納並予以註銷。本公司可全權酌情將一份已交回但並未根據有關指示填妥之暫定配額通知書當為有效及對自行或由代表遞交通知書之人士具約束力。填妥及交回暫定配額通知書將會構成向本公司或有關人士作出保證及聲明，表示已經(或將會)就暫定配額通知書(及據此作出任何接納)妥為遵從香港以外之一切有關地區之所有登記、法律及監管規定。

轉讓

閣下如欲轉讓 閣下根據本暫定配額通知書所有獲暫定配發之供股股份認購權利，須填妥轉讓及提名表格(表格乙)，並將本暫定配額通知書交予承讓 閣下權利或經手轉讓權利之人士。承讓人其後須填妥及簽署登記申請表格(表格丙)，並須不遲於二零一一年二月十八日下午四時正將本暫定配額通知書整份連同丙欄所示於申請時應繳付之全數股款(以支票或銀行本票形式)一併交回本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。所有股款須以港元繳付，支票須由香港之持牌銀行賬戶開出，或銀行本票則須由香港之持牌銀行發出，並須註明抬頭人為「Culturecom Holdings Limited – Provisional Allotment Account」及以「只准入抬頭人賬戶」方式劃線開出。敬請注意， 閣下轉讓可認購有關供股股份之權利予承讓人及承讓人接納該等權利，均須繳付印花稅。

分拆

閣下如只欲接納根據本暫定配額通知書所獲配發之部份暫定配額或欲轉讓部份獲暫定配發可認購供股股份之權利或欲轉讓該等權利予超過一位人士，須不遲於二零一一年二月十日下午四時三十分將本暫定配額通知書交回本公司之香港股份過戶登記分處香港中央證券登記有限公司，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。本公司之香港股份過戶登記分處將會註銷原有之暫定配額通知書及按所需數額另發新暫定配額通知書。新暫定配額通知書將於 閣下交回原有之暫定配額通知書後第二個營業日於本公司之香港股份過戶登記分處領取。分拆暫定配額毋須支付費用。

終止

敬請注意，包銷協議載有條文，包銷商有權於發生若干事故時(該等事故已載於章程之「終止包銷協議」一段)在包銷協議中訂明之有關日期前向本公司發出書面通知終止包銷協議。倘包銷商終止包銷協議或包銷協議不能成為無條件，則供股將不會進行。

支票或銀行本票

所有支票及銀行本票將於收訖後即時過戶，而有關股款所賺取之利息(如有)將撥歸本公司所有。填妥及呈交或交回本暫定配額通知書連同繳付所接納之供股股份股款之支票或銀行本票，即構成申請人對該支票或銀行本票於首次過戶時即可兌現之保證。如支票或銀行本票在首次過戶時未能兌現，有關申請將不獲受理。其時，有關保證配額及所有相關權利將視作不獲接納並予以註銷。

供股股份股票

待供股之條件達成後，預期所有繳足股款供股股份之股票將於二零一一年二月二十八日或之前以平郵方式寄予應得人士(倘為聯名持有人，則寄予本公司股東名冊登記之排名首位持有人)之登記地址，郵誤風險概由收件人自行承擔。

閣下將會就有效申請及發行予 閣下之全部繳足股款供股股份獲發一張股票。

不接受供股股份之額外申請

合資格股東將不獲提呈額外供股股份，而任何未獲合資格股東承購之供股股份將由包銷商包銷。

一般事項

交回本暫定配額通知書及(如適用者)已由獲發本暫定配額通知書之人士簽署之轉讓及提名表格後，即確實證明交回上述文件之人士有權處理本暫定配額通知書及收取分拆之暫定配額通知書及/或有關供股股份之股票。章程副本可向本公司之香港股份過戶登記分處香港中央證券登記有限公司索取，地址為香港灣仔皇后大道東183號合和中心17樓1712-1716室。

本暫定配額通知書及其中所載建議之所有接納事宜均須受香港法律管轄並按香港法律詮釋。

此致

列位合資格股東 台照

代表
文化傳信集團有限公司*
主席
朱邦復
謹啟

二零一一年二月一日

* 僅供識別