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CULTURE LANDMARK INVESTMENT LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 674)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of members (the “**Members**”) of Culture Landmark Investment Limited (the “**Company**”) will be held at Rooms 2501-05, 25th Floor, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong on 7 November 2013 at 4:00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company (unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 23 October 2013:

ORDINARY RESOLUTIONS

To approve the Acquisition:

“THAT:

- (a) the sale and purchase agreement (the “**Acquisition Agreement**”) entered into between the Company as purchaser and Bliss Zone Limited as vendor (the “**Vendor**”) dated 1 August 2013 in relation to the acquisition (the “**Acquisition**”) of the entire issued share capital of Longisland Tourism Investment & Development Limited (the “**Sale Share**”) at a consideration of HK\$400,000,000 (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purpose of identification) and the terms thereof be and are hereby approved, confirmed and ratified;
- (b) the Acquisition by the Company on the terms set out in the Acquisition Agreement be and is hereby approved;
- (c) the issue of the convertible bonds (the “**Convertible Bonds**”) in the principal amount of HK\$250,000,000 by the Company to the Vendor or its nominee pursuant to and upon the terms of the Acquisition Agreement be and is hereby approved;
- (d) the issue and allotment of new ordinary shares (the “**Conversion Shares**”) of HK\$0.05 each in the share capital of the Company from time to time upon exercise of the conversion rights (the “**Conversion Rights**”) attaching to the Convertible Bonds be and is hereby approved;

- (e) all other transactions contemplated under the Acquisition Agreement be and are hereby approved; and
- (f) any Director be and is hereby authorised to implement and take all steps and do all such acts and things and execute all such agreements (including under seal, where appropriate) which he/they consider(s) necessary, desirable or expedient for the purpose of giving effect to and/or complete the sale and purchase of the Sale Share under the Acquisition Agreement and the transactions contemplated thereunder, including but not limited to the issue of the Convertible Bonds, the issue and allotment of the Conversion Shares from time to time upon exercise of the Conversion Rights under the Convertible Bonds, and, where required, any amendment of the terms of the Acquisition Agreement and/or the Convertible Bonds as required by, or for the purposes of obtaining the approval of, the relevant authorities or to comply with all applicable laws, rules and regulations.”

By Order of the Board
Culture Landmark Investment Limited
Cheng Yang
Chairman

Hong Kong, 23 October 2013

Registered Office:
Clarendon House
2 Church Street
Hamilton HM11
Bermuda

*Principal Place of
Business in Hong Kong:*
Rooms 2501-05, 25th Floor
China Resources Building
No. 26 Harbour Road
Wanchai
Hong Kong

Notes:

- (i) A Member entitled to attend and vote at the SGM convened by the above notice (the “**Notice**”) or its adjourned meeting (as the case may be) is entitled to appoint one proxy to attend and on a poll to vote on his behalf in accordance with the Bye-laws of the Company. A proxy need not be a Member.
- (ii) Where there are joint holders of any Shares, any one of such joint holders may attend and vote at the SGM or its adjourned meeting (as the case may be), either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the SGM or its adjourned meeting (as the case may be) personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such Share shall alone be entitled to vote in respect thereof.
- (iii) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notorially certified copy of such power of attorney or authority, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong for registration not less than 48 hours before the time appointed for holding the SGM or its adjourned meeting (as the case may be) and in default, the proxy will not be treated as valid.
- (iv) Completion and return of the form of proxy will not preclude a Member from attending the meeting and voting in person at the SGM or any of its adjourned meeting thereof if he/she/it so desires. If a Member attends the meeting after having deposited the form of proxy, his/her/its form of proxy shall be deemed to be revoked.
- (v) To ascertain the entitlements to attend and vote at the SGM, Members must lodge the relevant transfer document(s) and share certificate(s) at the office of the Company’s branch registrar in Hong Kong no later than 4:00 p.m. on 6 November 2013 for registration.
- (vi) In compliance with Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), voting on the resolution proposed in the Notice shall be decided by way of a poll at the SGM.
- (vii) If a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm is in effect at any time after 8:00 a.m. on the date of the SGM, the SGM will be postponed. The Company will post an announcement on the respective websites of the Company (<http://www.tricor.com.hk/web/service/000674>) and the Stock Exchange (<http://www.hkexnews.hk>) to notify Members of the date, time and place of the rescheduled SGM.

If a tropical cyclone warning signal no. 8 or above, or a “black” rainstorm warning signal is lowered or cancelled at or before 8:00 a.m. on the date of the SGM and where conditions permit, the SGM will be held as scheduled. The SGM will also be held as scheduled when an amber or red rainstorm warning signal is in force.

Members should decide whether or not they would attend the SGM under any bad weather condition having considered their own situations and if they do so, they are advised to exercise care and caution.

- (viii) Members are advised to read the circular of the Company dated 23 October 2013 which contains information concerning the resolution to be proposed at the SGM.

As at the date of this notice, the executive Directors of the Company are Mr. Cheng Yang, Mr. Li Weipeng and Ms. Lei Lei; and the independent non-executive Directors are Mr. Tong Jingguo, Mr. Yang Rusheng and Mr. So Tat Keung.