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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 Culture Landmark Investment Limited (the “**Company**”) will be held at Rooms 2501-05, 25th Floor, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong on Friday, 29 July 2016 at 11:00 a.m. to consider and, if thought fit, approve, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT,**

- (a) the underwriting agreement dated 25 April 2016 and entered into among Culture Landmark Investment Limited (the “**Company**”), Cheng Yang (the “**Underwriter**”) and Bai Xue (as supplemented by four letters dated 16 May 2016, 6 June 2016, 20 June 2016 and 6 July 2016 respectively signed by the Company and the Underwriter) (collectively, the “**Underwriting Agreement**”, a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) and any transaction contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any director of the Company (the “**Directors**”) be and is hereby authorised to take such actions and execute such documents and do all such acts and things incidental to the Underwriting Agreement as he/she may consider necessary, expedient and appropriate to amend the Underwriting Agreement and to give effect to and implement the terms of the Underwriting Agreement and any transactions as may be contemplated under the Underwriting Agreement.”

2. “**THAT** subject to the passing of the resolution numbered 1 above and conditional upon the fulfilment of the conditions set out in the Underwriting Agreement and the Underwriting Agreement not being terminated in accordance with the terms thereof:
- (a) the allotment and issue by way of open offer (the “**Open Offer**”) of not less than 359,259,523 new shares of HK\$ 0.05 each (the “**Shares**”) in the share capital of the Company (the “**Offer Shares**”) and not more than 371,833,632 Offer Shares at the subscription price of HK\$0.30 per Offer Share to the shareholders (the “**Shareholders**”) of the Company whose names appear on the register of members of the Company on 9 August 2016 (or such other date as the Company and the Underwriter may agree to be the record date) (the “**Record Date**”) (excluding those Shareholders (the “**Excluded Shareholders**”) with registered addresses outside Hong Kong whom the Directors consider it necessary or expedient to exclude from the Open Offer on account either of the legal restrictions under the laws of the relevant place or the requirements of any relevant regulatory body or stock exchange in that place where those overseas Shareholders reside) on the basis of one (1) Offer Share for every two (2) Shares held on the Record Date and otherwise pursuant to and subject to the terms and conditions set out in the Underwriting Agreement be and is hereby approved;
 - (b) the absence of arrangements for application for the Offer Shares by the Shareholders in excess of their entitlements under the Open Offer be and is hereby approved, confirmed and ratified; and
 - (c) any one Director be and is hereby authorised to sign and execute such documents and do all such acts and things incidental to the Open Offer or as he/she considers necessary, desirable or otherwise expedient in connection with the implementation of or giving effect to the Open Offer and the transactions contemplated thereunder.”
3. “**THAT** the waiver (the “**Whitewash Waiver**”) granted or to be granted by the Executive Director (including his delegates) of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong pursuant to Note 1 on dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) in respect of the obligations of the Underwriter and parties acting in concert with him to make a mandatory general offer under Rule 26 of the Takeovers Code for all issued securities of the Company not already owned or agreed to be acquired by the Underwriter and parties acting in concert with him which would otherwise arise as a result of the Underwriter being required to perform his underwriting commitment under the Underwriting Agreement be and is hereby approved, confirmed and ratified, and that any Director be and is hereby authorised to do all things and acts and sign all documents which he/she considers desirable or expedient to implement and/or give effect to any matters relating to or in connection with the Whitewash Waiver.”

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

Hong Kong, 8 July 2016

Registered Office:

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2 Church Street
Hamilton HM 11
Bermuda

Principal Office of Business in Hong Kong:

Rooms 2501-05, 25th Floor
China Resources Building
26 Harbour Road
Wanchai
Hong Kong

Notes:

- (i) In order to be eligible to attend and vote at the SGM (or at any adjournment thereof), all transfers accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 28 July 2016.
- (ii) A member entitled to attend and vote at the SGM is entitled to appoint one proxy or, if he/she/it is a holder of two or more Shares may appoint more than one proxy to attend and vote instead of him/her/it. A proxy needs not be a member of the Company.
- (iii) Where there are joint holders of any share of the Company, any one of such joint holder may vote at the SGM, 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 personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power of attorney or authority, must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not less than 48 hours before the time appointed for holding the SGM.
- (v) Completion and return of the form of proxy will not preclude a member from attending the SGM and voting in person at the SGM or any adjournment thereof if he/she/it so desires. If a member attends the SGM after having deposited the form of proxy, his/her/its form of proxy will be deemed to have been revoked.

As at the date of this announcement, the executive Directors are Mr. Cheng Yang (the Chairman), Mr. Tsoi Tung, Ms. Lei Lei and Mr. Huang Ranfei; and the independent non-executive Directors are Mr. Tong Jingguo, Mr. Yang Rusheng and Mr. So Tat Keung.