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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Culture Landmark Investment Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**CULTURE LANDMARK INVESTMENT LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 674)**

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Culture Landmark Investment Limited to be held at Rooms 2501-05, 25th Floor, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong on Thursday, 29 September 2016 at 11:00 a.m. is set out on pages 13 to 17 of this circular. Whether you are able to attend the annual general meeting or not, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to 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 as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the annual general meeting or any adjourned meeting if you so wish and in such event, the form of proxy shall be deemed to be revoked.

26 August 2016

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“AGM Notice”	the notice convening the AGM as set out on pages 13 to 17 of this circular
“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Rooms 2501-05, 25th Floor, China Resources Building, No. 26 Harbour Road, Wanchai, Hong Kong on Thursday, 29 September 2016 at 11:00 a.m.
“Board”	the board of Directors
“Buy-back Mandate”	a general mandate proposed to be granted to the Directors at the AGM to buy back Shares not exceeding 10% of the total number of the issued Shares as at the date of the passing of the relevant resolution
“Bye-laws”	the bye-laws of the Company, as amended, modified or otherwise supplemented from time to time
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Culture Landmark Investment Limited (Stock Code: 674), a company incorporated in Bermuda with limited liability whose Shares are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of PRC

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## DEFINITIONS

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“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with additional Shares, not exceeding 20% of the total number of the issued Shares as at the date of the passing of the relevant resolution
“Latest Practicable Date”	24 August 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Open Offer”	the proposed offer for subscription by way of an open offer of 359,259,523 new Shares, subject to the fulfilment of the conditions precedent as disclosed in the Prospectus
“PRC”	the People’s Republic of China which for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan
“Prospectus”	prospectus of the Company dated 10 August 2016 in connection with the Open Offer
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers
“%”	per cent.

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## LETTER FROM THE BOARD

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### CULTURE LANDMARK INVESTMENT LIMITED

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 674)**

*Executive Directors:*

Mr. CHENG Yang (*Chairman*)

Ms. LEI Lei

*Independent Non-executive Directors:*

Mr. TONG Jingguo

Mr. YANG Rusheng

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM11

Bermuda

*Head office and principal  
place of business*

*in Hong Kong:*

Rooms 2501-05, 25th Floor

China Resources Building

No. 26 Harbour Road

Wanchai, Hong Kong

26 August 2016

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS,  
GENERAL MANDATES TO ISSUE AND BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purpose of this circular is to provide you with the AGM Notice and the information in respect of the resolutions to be proposed at the AGM relating to (i) the re-election of Directors; (ii) the granting to the Directors of the Issue Mandate; (iii) the granting to the Directors of the Buy-back Mandate; and (iv) the extension of the Issue Mandate to include Shares bought back under the Buy-back Mandate.

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## LETTER FROM THE BOARD

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This circular contains an explanatory statement and gives all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions to approve the Buy-back Mandate.

### **PROPOSED RE-ELECTION OF DIRECTORS**

The Board currently consists of four Directors, namely Mr. Cheng Yang, Ms. Lei Lei, Mr. Tong Jingguo and Mr. Yang Rusheng.

Pursuant to bye-law 84(1) of the Bye-laws, Mr. Tong Jingguo and Mr. Yang Rusheng will retire by rotation at the AGM and each of them, being eligible, has offered themselves for re-election at the AGM.

Details of the Directors proposed to be re-elected are set out in Appendix I to this circular.

### **GENERAL MANDATES TO ISSUE AND BUY BACK SHARES**

As at the Latest Practicable Date, the total number of Shares in issue was 718,519,047 Shares. As disclosed in the Prospectus, if the Open Offer is completed, the total number of issued Shares will be 1,077,778,570 Shares upon completion of the Open Offer.

Subject to the passing of the proposed ordinary resolution approving the grant of the Issue Mandate and assuming that no further Shares are issued or bought back from the Latest Practicable Date up to the date of the AGM and the Open Offer is not completed, the Company would be allowed under the Issue Mandate to issue a maximum of 143,703,809 Shares, being 20% of the issued Shares as at the date of passing of the resolution. Subject to the passing of the proposed ordinary resolution approving the grant of the Issue Mandate and assuming that no further Shares are issued or bought back from the Latest Practicable Date up to the date of the AGM and the Open Offer is completed, the Company would be allowed under the Issue Mandate to issue a maximum of 215,555,714 Shares, being 20% of the issued Shares as at the date of passing of the resolution.

Subject to the passing of the proposed ordinary resolution approving the grant of the Buy-back Mandate and assuming that no further Shares are issued or bought back from the Latest Practicable Date up to the date of the AGM and the Open Offer is not completed, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 71,851,904 Shares, being 10% of the issued Shares as at the date of passing of the resolution. Subject to the passing of the proposed ordinary resolution approving the grant of the Buy-back Mandate and assuming that no further Shares are issued or bought

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## LETTER FROM THE BOARD

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back from the Latest Practicable Date up to the date of the AGM and the Open Offer is completed, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 107,777,857 Shares, being 10% of the issued Shares as at the date of passing of the resolution.

Conditional upon the above resolutions being passed, an ordinary resolution will be proposed to extend the number of Shares under the Issue Mandate by including the number of Shares bought back under the Buy-back Mandate. Details of these resolutions are contained in the AGM Notice.

An explanatory statement containing the information relating to the Buy-back Mandate as required by the Listing Rules is set out in Appendix II to this circular.

### **AGM**

The AGM Notice is set out on pages 13 to 17 of this circular. All the resolutions as set out in the AGM Notice will be proposed at the AGM.

A form of proxy for the AGM is enclosed with this circular. Whether you are able to attend the AGM or not, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to 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, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.

The chairman of the AGM will demand that all resolutions as set out in the AGM Notice be voted upon by way of poll at the AGM.

### **RECOMMENDATION**

The Directors consider that the proposed resolutions as set out in the AGM Notice are in the best interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of the Board  
**Culture Landmark Investment Limited**  
**Cheng Yang**  
*Chairman*



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## APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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The biographical details of the Directors proposed to be re-elected at the AGM are set out as follows:

**Mr. Tong Jingguo (“Mr. Tong”), *Independent Non-executive Director***

Mr. Tong, aged 45, is an independent non-executive Director, the chairman of the audit committee and the remuneration committee of the Company and a member of the nomination committee of the Company. Mr. Tong joined the Company on 18 June 2010. He holds a bachelor degree in engineering from 西安交通大學 (Xi’an Jiaotong University\*) and a master degree in business administration from 復旦大學 (Fudan University\*). During the period from October 2002 to March 2004, he was the president of 珠海高凌信息科技股份有限公司 (Zhuhai Comleader Information Science & Technology Corp., Ltd\*). In 2004, Mr. Tong also founded 深圳市華景管理諮詢有限公司 (Shenzhen Huo King Management Consulting Co., Ltd\*).

Mr. Tong has not entered into any service contract with the Company. He has no fixed term of service. Mr. Tong is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company pursuant to the Bye-laws. Mr. Tong is entitled to receive remuneration of HK\$10,000 per month which has been reviewed and approved by the remuneration committee of the Company and the Board, and has been determined with reference to his duties and responsibilities, the Company’s performance and the prevailing market conditions. Mr. Tong’s remuneration will be subject to review by the remuneration committee of the Company from time to time.

As at the Latest Practicable Date, Mr. Tong beneficially owned 299,384 underlying Shares in respect of the share options granted under the share option scheme of the Company.

**Mr. Yang Rusheng (“Mr. Yang”), *Independent Non-executive Director***

Mr. Yang, aged 48, is an independent non-executive Director and a member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Yang joined the Company on 20 October 2010. He has experience in finance, audit and tax. He was a partner of 深圳廣深會計師事務所 (Shenzhen Guangsheng CPA Firm\*) from 2001 to 2004. Since October 2013, he has been a partner of 瑞華會計師事務所 (Rui Hua Certified Public Accountants\*). He was a 常務理事 (executive director\*) of 深圳市註冊稅務師協會第二屆理事會 (the second committee of Shenzhen Certified Tax Agents Association\*) and a 理事 (director\*) of 中國註冊稅務師協會第四屆大會 (the fourth meeting of The China Certified Tax Agents Association\*). Mr. Yang graduated from 暨南大學 (Jinan University\*) in 1993 with a master degree in economics. He is a Certified

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**APPENDIX I      DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION**

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Public Accountant and Certified Tax Agent in the PRC. Mr. Yang was an independent director of certain public listed companies in the PRC, namely Shenzhen Coship Electronics Co., Ltd., Shenzhen SEG Co., Ltd. and Shenzhen Tonge Group Co., Ltd..

Mr. Yang entered into a letter of appointment with the Company and has no fixed term of service. Such letter of a appointment may be terminated by either party by giving a written notice of not less than three months. Mr. Yang is subject to retirement by rotation and is eligible for re-election at the annual general meeting of the Company pursuant to the Bye-laws. Mr. Yang is entitled to receive remuneration of HK\$10,000 per month which has been reviewed and approved by the remuneration committee of the Company and the Board, and has been determined with reference to his duties and responsibilities, the Company's performance and the prevailing market conditions. Mr. Yang's remuneration will be subject to review by the remuneration committee of the Company from time to time.

As at the Latest Practicable Date, Mr. Yang beneficially owned 299,384 underlying Shares in respect of the share options granted under the share option scheme of the Company.

As confirmed by the above retiring Directors and save as disclosed above, the above retiring Directors (i) have no other relationship with any director, senior management or substantial or controlling shareholder of the Company (each as respectively defined in the Listing Rules); and (ii) have not held any directorship in other Hong Kong or overseas listed public companies in the last three years; and there is no other information that should be disclosed pursuant to Rule 13.51(2) of the Listing Rules, nor any other matter that needs to be brought to the attention of the shareholders of the Company. As at the Latest Practicable Date and save as disclosed above, the above retiring Directors do not have any other interests in the Shares within the meaning of Part XV of the SFO.

\* *For identification purpose only*

The following is an explanatory statement required by Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the granting of the Buy-back Mandate.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 718,519,047 Shares. As disclosed in the Prospectus, if the Open Offer is completed, the total number of issued Shares will be 1,077,778,570 Shares upon completion of the Open Offer.

Subject to the passing of the proposed ordinary resolution approving the grant of the Buy-back Mandate and assuming that no further Shares are issued or bought back from the Latest Practicable Date up to the date of the AGM and the Open Offer is not completed, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 71,851,904 Shares, being 10% of the issued Shares as at the date of passing of the resolution.

Subject to the passing of the proposed ordinary resolution approving the grant of the Buy-back Mandate and assuming that no further Shares are issued or bought back from the Latest Practicable Date up to the date of the AGM and the Open Offer is completed, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 107,777,857 Shares, being 10% of the issued Shares as at the date of passing of the resolution.

The Buy-back Mandate will expire on the earlier of (a) the conclusion of the next annual general meeting of the Company; (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the bye-laws of the Company and the applicable laws; and (c) the date on which such authority is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

## **2. SOURCE OF FUNDS**

In buying back its Shares, the Company may only apply funds legally available for such purposes and in accordance with the Company's memorandum of association, the Bye-laws and the Companies Act 1981 of Bermuda (the "**Companies Act**"). The Companies Act provides that such purchase may only be effected out of the capital paid up on the purchased shares, or the funds of the Company that would otherwise be available for dividend or distribution, or the proceeds of a fresh issue of shares made for the purpose. The amount of premium, if any, payable on a purchase over the par value of the Shares to be purchased may only be paid out of either the funds of the Company that would otherwise be available for dividend or distribution or out of the share premium account of the Company.

**3. REASONS FOR BUY-BACKS**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back its Shares on the Stock Exchange. Such buy-backs may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share and will only be made when the Directors believe that such buy-backs will benefit the Company and the Shareholders as a whole.

**4. IMPACT OF BUY-BACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 March 2016) in the event that the proposed buy-back of Shares were to be carried out in full at any time during the proposed buy-back period. However, the Directors do not propose to exercise the Buy-back Mandate to buy back Shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company which, in the opinion of the Directors, are from time to time appropriate for the Company.

**5. SHARES PRICES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the last twelve months before the Latest Practicable Date:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2015</b>		
August	0.791	0.450
September	0.647	0.513
October	0.728	0.513
November	0.540	0.459
December	0.665	0.459

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2016</b>		
January	0.629	0.468
February	0.576	0.486
March	0.602	0.468
April	0.602	0.513
May	0.522	0.301
June	0.355	0.315
July	0.378	0.319
August (up to the Latest Practicable Date)	0.400	0.305

## 6. EFFECT OF THE TAKEOVERS CODE

A buy-back of Shares by the Company may result in an increase in the proportionate interest of a substantial shareholder in the voting rights of the Company.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Mr. Cheng Yang (together with his spouse) and Idea Elite Investments Limited, being the substantial shareholders of the Company, are holding 89,349,000 Shares and 88,000,000 Shares, representing approximately 12.44% and 12.25% of the total number of the issued Shares. On the basis that no further Shares are issued or bought back by the Company prior to the AGM and the Open Offer is not completed and in the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the resolution, their shareholdings in the Company would be increased to approximately 13.82% and 13.61% of the issued Shares respectively and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

On the basis that no further Shares are issued or bought back by the Company prior to the AGM and none of the qualifying Shareholders, except Mr. Cheng Yang (together with his spouse), take up their entitlements under the Open Offer, Mr. Cheng Yang (together with his spouse) and Idea Elite Investments Limited will hold approximately 41.62% and 8.16% of the issued shares respectively, and in the event that the Directors exercise in full the power to buy back Shares which is proposed to be granted pursuant to the resolution, (a) Cheng Yang's (together with his spouse's) shareholding in the Company would be increased to approximately 46.25% of the issued Shares and such increase would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code; and (b) Idea Elite Investments Limited's shareholding in the Company would be increased to approximately 9.07% of the issued Shares and such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

**7. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

To the best of the knowledge of the Directors, having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Buy-back Mandate is approved by the Shareholders.

**8. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make buy-backs of Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Bermuda.

**9. BUY-BACK OF SHARES MADE BY THE COMPANY**

The Company has not bought back any Shares whether on the Stock Exchange or otherwise in the six months preceding the Latest Practicable Date.

**10. GENERAL**

The Listing Rules prohibit a company from making buy-back on the Stock Exchange if the result of the buy-back would be that less than 25% (or such other prescribed percentage as determined by the Stock Exchange) of the company's issued share capital would be in public hands. The Directors do not intend to buy back Shares which would result the number of Shares held in the public hands falling below the prescribed limit as approved by the Stock Exchange.

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## AGM NOTICE

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### **CULTURE LANDMARK INVESTMENT LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 674)**

#### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) 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 Thursday, 29 September 2016 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and independent auditor of the Company for the year ended 31 March 2016.
2.
  - (i) To re-elect Mr. Tong Jingguo as an independent non-executive Director;
  - (ii) To re-elect Mr. Yang Rusheng as an independent non-executive Director; and
  - (iii) To authorise the board of Directors to fix the Directors’ remuneration.
3. To re-appoint BDO Limited as the auditor of the Company and to authorise the board of Directors to fix their remuneration.

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## AGM NOTICE

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### ORDINARY RESOLUTIONS

As special business, to consider and, if thought fit, pass the following resolutions (with or without modification) as ordinary resolutions of the Company:

4. **“THAT:**

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “Shares”), to grant rights to subscribe for or convert any securities (including bonds, warrants, debentures, notes) into Shares and to make or grant offers, agreements and options which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the grant or exercise of options under any share option scheme of the Company;
  - (iii) the exercise of rights of subscription or conversion under the terms of any securities issued by the Company which are convertible or exercisable into Shares; or
  - (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company from time to time,



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## AGM NOTICE

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shall not exceed 20% of the total number of the issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any regulatory body or any stock exchange in, any territory outside Hong Kong).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to buy back its own Shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved;

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## AGM NOTICE

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(b) the total number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company or any applicable law to be held; and

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon the passing of resolutions numbered 4 and 5 as set out in the notice convening the Meeting (the “**Notice**”), the general mandate referred to in the resolution numbered 4 as set out in the Notice be and is hereby extended by the addition to the total number of Shares which may be allotted and issued by the Directors pursuant to such general mandate of an amount representing the total number of the Shares bought back by the Company pursuant to the general mandate referred to in the resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of the passing of this resolution.”

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

Hong Kong, 26 August 2016

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## AGM NOTICE

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*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM11  
Bermuda

*Head office and principal place 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 Meeting (or at any adjournment thereof), all transfer documents 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 Wednesday, 28 September 2016.
- (ii) A member entitled to attend and vote at the Meeting 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, any one of such joint holder may vote at the Meeting, 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 Meeting personally or by proxy, that the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (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 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 Meeting or any adjournment thereof.
- (v) Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the Meeting or any adjournment thereof if he/she/it so desires. If a member of the Company attends the Meeting 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 notice, the executive Directors are Mr. Cheng Yang (the Chairman) and Ms. Lei Lei; and the independent non-executive Directors are Mr. Tong Jingguo and Mr. Yang Rusheng.*