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**CNCG**

**CHINA NATIONAL CULTURE GROUP LIMITED**

**中國國家文化產業集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 745)**

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

This notice is supplemental to the notice of annual general meeting (the “AGM Notice”) published on 27 July 2017 by China National Culture Group Limited (the “Company”) to convene annual general meeting (the “AGM”) at Portion 2, 12/F., The Center, 99 Queen’s Road Central, Hong Kong on Thursday, 31 August 2017 at 10:00 a.m..

Details of the proposed resolutions to be considered at the AGM were set out in the AGM Notice. Unless otherwise defined, terms defined herein shall have the same meanings as those defined in the supplementary circular of the Company dated 16 August 2017. Apart from the amendments set out below, all the information contained in the AGM Notice remains valid and effective.

The following resolution shall be added to the AGM Notice as additional resolution numbered 7:

7. As special business, to consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

subject to and conditional upon the listing committee of The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares falling to be issued pursuant to the exercise of any options granted under the Refreshed Scheme Mandate Limit (as hereafter defined), the refreshment of the scheme mandate limit on the grant of options under the Share Option Scheme adopted on 29 August 2014 and any other schemes of the Company up to 10% of the number of shares of the Company in issue as at the date of passing this resolution (the “Refreshed Scheme Mandate Limit”) be and is hereby approved and all the Directors of the Company be and are hereby authorised to grant options and to allot, issue and deal with the shares of the Company pursuant to the exercise of any options and to take all such steps as they may consider necessary or expedient.”

By order of the Board  
**China National Culture Group Limited**  
**SUN Wei**  
*Executive Director*

Hong Kong, 16 August 2017

*Notes:*

1. Please refer to the Company's circular dated 27 July 2017 and the AGM Notice for detailed information in respect of other resolutions to be put forward at the AGM, eligibility for attending the AGM, appointment of proxy and other relevant matters.
2. Since the proxy form enclosed with the Circular and the AGM Notice (the "First Proxy Form") does not contain the additional resolution as set out in this supplementary notice, a new proxy form (the "Second Proxy Form") has been prepared and is enclosed with this supplementary notice. The Second Proxy Form is also published on the respective websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company (<http://www.hklistco.com/745>).
3. Shareholders of the Company (the "Shareholder(s)") who intend to appoint a proxy to attend the AGM but are yet to lodge the First Proxy Form with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). In this case, the First Proxy Form should no longer be lodged with the Company's Hong Kong branch share registrar.
4. Shareholders who have already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should note that:
  - (i) If no Second Proxy Form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form, if duly completed, will be treated as a valid proxy form lodged by the Shareholder. In addition to the resolutions as set out in the AGM Notice and the First Proxy Form, the proxy duly appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolution as set out in this supplementary notice;
  - (ii) If the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar of not less than 48 hours before the time appointed for holding the AGM, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the Shareholder. The Second Proxy Form, if duly completed, will be treated as a valid proxy form; and
  - (iii) If the Second Proxy Form is lodged with the Company's Hong Kong branch share registrar of less than 48 hours appointed for holding the AGM, the Second Proxy Form will be treated as an invalid proxy form and the First Proxy Form previously lodged by the Shareholder will not be revoked. The First Proxy Form, if duly completed, will be treated as a valid proxy form. In addition to the resolutions as set out in the AGM Notice and the First Proxy Form, the proxy duly appointed by the Shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolution as set out in this supplementary notice.
5. Shareholders are reminded that completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude them from attending and voting in person at the AGM or any adjourned meeting thereof should they so wish.
6. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in the AGM Notice and this supplementary notice will be decided by way of a poll.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date hereof, the Board of Directors comprises Ms. SUN Wei and Mr. YAN Zhilei as Executive Directors and Mr. LIU Kwong Sang, Ms. WANG Miaojun and Ms. WANG Yujie as Independent Non-Executive Directors.*