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CULTURECOM HOLDINGS LIMITED

文化傳信集團有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 00343)

COMPLETION OF PLACING OF NON-LISTED WARRANTS UNDER SPECIFIC MANDATE

Placing Agent

KGI

Reference is made to the announcements (the "**Announcements**") of Culturecom Holdings Limited (the "**Company**") dated 16 April 2025 and 3 July 2025 and circular of the Company dated 12 June 2025 (the "**Circular**") in relation to the Warrant Placing. Capitalised terms used herein shall have the same meanings as defined in the Announcements and the Circular.

COMPLETION OF THE WARRANT PLACING

The Board is pleased to announce that all the conditions precedent to the Warrant Placing have been fulfilled and Completion of the Warrant Placing took place on 2 September 2025 in accordance with the terms and conditions of the Warrant Placing Agreement.

Pursuant to the Warrant Placing Agreement, an aggregate of 200,000,000 Warrants have been fully placed by the Placing Agent to not less than the six (6) Placees at the Warrant Placing Price of HK$0.031 per Warrant. The holders of the Warrants shall have the right to subscribe for up to 200,000,000 Warrant Shares at the Warrant Exercise Price of HK$0.30 per Warrant Share (subject to adjustment) during the period of 24 months commencing from the date of issue of the Warrants.

To the best of the Directors' knowledge, information and belief having made all reasonable inquiries, the Placees are Independent Third Parties. Upon full exercise of the Subscription Rights attaching to the Warrants, none of the Placees will become a substantial shareholder of the Company as a result of the Warrant Placing.

The net proceeds from the issue of the Warrants of approximately HK$5,450,000 are intended to be used for general working capital of the Group, including the payment of salary, rental expenses, IT services and other office overhead of the Group.

SHAREHOLDING STRUCTURE

As at the date of this announcement, the Company has 1,668,656,816 Shares in issue. The shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after full exercise of the Subscription Rights attaching to the Warrants (assuming that there will be no further changes in the issued share capital of the Company prior to such exercise) are as follows:

	As at the date of this announcement		**Immediately after full exercise of the Subscription Rights**	
	No. of Shares	*Approximate %*	*No. of Shares*	*Approximate %*
L&W Holding Limited *(Notes 1a & 1b)*	178,767,312	10.71%	178,767,312	9.57%
Sociedade Gold Mind Telecom *(Note 1a)*	8,801,800	0.53%	8,801,800	0.47%
Mr. Dizon Basilio *(Note 1a)*	56,443,200	3.38%	56,443,200	3.02%
Ms. Chow Lai Wah Livia *(Note 1b)*	32,962,800	1.98%	32,962,800	1.76%
Public Shareholders (other than the holders of the Warrants)	1,391,681,704	83.40	1,391,681,704	74.48%
Holders of the Warrants *(Note 2)*	–	–	200,000,000	10.70%
Total	1,668,656,816	100.00	1,868,656,816	100.00

Notes:

1. (a) Mr. Dizon Basilio ("**Mr. Dizon**") is beneficially interested in 56,443,200 shares in the Company. Mr. Dizon also has controlling interests as to 65% in L&W Holding Limited ("**L&W**") and L&W is beneficially interested in 178,767,312 shares in the Company. Furthermore, Mr. Dizon is the legal and beneficial owner as to 80% of Sociedade Gold Mind Telecom, Limitada which in turn is beneficially interested in 8,801,800 shares in the Company. Ms. Chow Lai Wah Livia ("**Ms. Chow**"), the spouse of Mr. Dizon, is beneficially interested in 32,962,800 shares in the Company. Accordingly, Mr. Dizon is deemed to be interested in 276,975,112 shares in the Company under the SFO in aggregate.

   (b) Ms. Chow is beneficially interested in 32,962,800 shares in the Company. As Ms. Chow is the spouse of Mr. Dizon and has controlling interests (as to 35%) in L&W, she is deemed to be interested in 276,975,112 shares in the Company under the SFO.

2. The Warrant Placees are holders of the Warrants, and they will become Shareholders upon their exercise of the Subscription Rights in accordance with the terms and conditions of the Warrants. Pursuant to the Warrant Placing Agreement, the Placing Agent undertakes that it will not offer or place any Warrants to any person, firm or company which is a substantial shareholder of the Company or will become a substantial shareholder of the Company immediately upon exercise of the Subscription Rights. It is expected that full exercise of the Subscription Rights will not lead to a change in the single largest shareholder of the Company.

By Order of the Board
Culturecom Holdings Limited
Kwan Kin Chung
Managing Director

Hong Kong, 2 September 2025

As at the date hereof, the Board comprises of Mr. Kwan Kin Chung (being Managing Director and executive Director); Mr. Wong Kon Man Jason (being Chairman and non-executive Director); and Mr. Wong Kwan Kit, Mr. Mung Yat Lik and Mr. Fung Ting Ho (all being independent non-executive Directors).

* *for identification purpose only*