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

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

**If you have sold or transferred** all your shares in **KK Culture Holdings Limited**, you should at once hand this circular 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 the transferee.

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## **KK CULTURE HOLDINGS LIMITED**

### **KK 文化控股有限公司**

*(Incorporated in Cayman Islands and continued in Bermuda with limited liability)*

**(Stock code: 550)**

## **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the SGM to be held at 44th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 15 July 2021 at 3:00 p.m. is set out on pages 6 to 7 of this circular.

Whether or not you are able to attend the SGM, you are requested to complete and return the accompanying Form of Proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the meeting or any adjournment thereof to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 54th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the SGM (or any adjourned meeting) should you so wish.

24 June 2021

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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:*

“Board”	the board of Directors
“Company”	KK Culture Holdings Limited, a company continued in Bermuda with limited liability, the issued Shares of which are primary listed on the Main Board of the Stock Exchange (Stock Code: 550)
“Director(s)”	the director(s) of the Company
“Form of Proxy”	the form of proxy for use by Shareholders at the SGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of the Company’s English name from “KK Culture Holdings Limited” to “Kingkey Intelligence Culture Holdings Limited” and the Company’s secondary name in Chinese from “KK文化控股有限公司” to “京基智慧文化控股有限公司”
“SGM”	the special general meeting of Company to be convened and held for the purpose of considering and, if thought fit, approving the Propose Change of Company Name
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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# KK CULTURE HOLDINGS LIMITED

## KK 文化控股有限公司

*(Incorporated in Cayman Islands and continued in Bermuda with limited liability)*

**(Stock code: 550)**

*Executive director:*

Mr. Tsang Hing Bun

*Non-executive director:*

Mr. Yiu Yu Cheung

*Independent non-executive directors:*

Dr. Leung Ka Kit

Mr. William Keith Jacobsen

Mr. Chan Chiu Hung, Alex

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place of  
business in Hong Kong:*

44th Floor, Office Tower

Convention Plaza

1 Harbour Road

Wan Chai

Hong Kong

24 June 2021

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF SPECIAL GENERAL MEETING**

#### **1. INTRODUCTION**

The Company refers to the announcement dated 11 June 2021 in relation to, among other matters, the Proposed Change of Company Name.

The purpose of this circular is to give you (i) further information regarding the Proposed Change of Company Name; and (ii) the notice of the SGM at which a special resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Proposed Change of Company Name.

#### **2. PROPOSED CHANGE OF COMPANY NAME**

The Board proposed to change the English name of the Company from “KK Culture Holdings Limited” to “Kingkey Intelligence Culture Holdings Limited”, and to change the secondary name of the Company in Chinese from “KK文化控股有限公司” to “京基智慧文化控股有限公司”.

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## LETTER FROM THE BOARD

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### 3. CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name is subject to the following conditions having been satisfied:

- (a) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) at the special general meeting of the Company (the “**SGM**”) to be convened to consider and, if though fit, approve the Proposed Change of Company Name; and
- (b) the Registrar of Companies in Bermuda granting approval for the Proposed Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will become effective from the date on which the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company and registers the secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong and the Registrar of Companies in Bermuda.

### 4. REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Group is principally engaged in provision of advertising services. The Board considers that the Proposed Change of Company Name may better reflect the identity of the Company and establish a more positive image to the shareholders of the Company (the “**Shareholders**”) and potential investors.

The Board believes that the Proposed Change of Company Name will benefit the Company’s future business development and is in the interests of the Company and the Shareholders as a whole.

### 5. EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Proposed Change of Company Name will not affect any of the rights of the Shareholders, the trading of the shares of the Company (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or the Company’s daily business operation and its financial position. All the existing share certificates in issue bearing the existing name of the Company, will, after the Proposed Change of Company Name becomes effective, continue to be evidence of title to the Shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates for new share certificates

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## LETTER FROM THE BOARD

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bearing the new English name and secondary Chinese name of the Company. Once the Proposed Change of Company Name becomes effective, any new share certificates will be issued in the new English name and secondary Chinese name of the Company.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short name for trading of the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

### **6. THE SGM**

The SGM will be convened and held at 44th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 15 July 2021, at 3:00 p.m. for the purposes of considering and, if thought fit, approving, the Proposed Change of Company Name. A notice of the SGM is set out on pages 6 to 7 of this circular. The voting in relation to the Proposed Change of Company Name at the SGM will be conducted by way of a poll. After the SGM, an announcement on the poll results will be published by the Company.

To the extent that the Directors are aware, having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolution to approve the Proposed Change of Company Name at the SGM.

A Form of Proxy for use at the SGM is enclosed with this circular. Whether or not you intend to attend the SGM, you are requested to complete the Form of Proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company, Tricor Investor Services Limited, at 54th Floor, 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 SGM. Completion and return of a Form of Proxy will not preclude Shareholders from attending and voting at the SGM if they so wish and in such event, the proxy shall be deemed to be revoked.

### **7. 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.

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## LETTER FROM THE BOARD

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### 8. RECOMMENDATION

The Board is of the opinion that the Proposed Change of Company Name will benefit the Company and is in the interests of the Company and the Shareholders as a whole. Therefore, the Board recommends the Shareholders to vote in favour of the special resolution to approve the Proposed Change of Company Name as set out in the notice of the SGM.

Yours faithfully,  
On behalf of the Board  
**KK Culture Holdings Limited**  
**Tsang Hing Bun**  
*Executive Director*

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## NOTICE OF SPECIAL GENERAL MEETING

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### KK CULTURE HOLDINGS LIMITED

### KK 文化控股有限公司

*(Incorporated in Cayman Islands and continued in Bermuda with limited liability)*

**(Stock code: 550)**

### NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of KK Culture Holdings Limited (the “Company”) will be held at 44th Floor, Office Tower, Convention Plaza, 1 Harbour Road, Wan Chai, Hong Kong on Thursday, 15 July 2021 at 3:00 p.m. to consider and, if thought fit, pass the following resolution as a special resolution of the Company:

#### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be and is hereby changed from “KK Culture Holdings Limited” to “Kingkey Intelligence Culture Holdings Limited” and the secondary name of the Company in Chinese from “KK文化控股有限公司” to “京基智慧文化控股有限公司” (the “**Proposed Change of Company Name**”), with effect from the date on which the Registrar of Companies in Bermuda registers the new English name in place of the existing English name of the Company and registers the secondary name of the Company as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda respectively, and any one director of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents as he considers necessary or expedient in connection with the implementation of or in order to give effect to the Proposed Change of Company Name.”

Yours faithfully,  
For and on behalf of the Board of  
**KK Culture Holdings Limited**  
**Tsang Hing Bun**  
*Executive Director*

Hong Kong, 24 June 2021

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, a Form of Proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 54th Floor, Hopewell Centre, 183 Queen’s



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## NOTICE OF SPECIAL GENERAL MEETING

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Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the Form of Proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. The Register of Members of the Company will be closed from Monday, 12 July 2021 to Thursday, 15 July 2021 (both days inclusive), during which period no transfer of Shares can be registered. Shareholders whose names appear in the Register of Members of the Company on Thursday, 15 July 2021 are eligible to attend and vote at the Special General Meeting. All properly completed transfer forms accompanied by relevant share certificates must be lodged with Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Friday, 9 July 2021.
4. As at the date of this notice, the board comprises one executive Director, namely Mr. Tsang Hing Bun, one non-executive Director, namely Mr. Yiu Yu Cheung, and three independent non-executive Directors, namely Dr. Leung Ka Kit, Mr. William Keith Jacobsen and Mr. Chan Chiu Hung, Alex.