日KEX香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

30/04/2021

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	China Digital Culture (Group) Limited
Date Submitted	07/05/2021

I. Movements in Authorised Share Capital

1.	Ordinary	Shares

(1) Stock code : <u>08175</u> Descrip	tion :	C DIGITA	LCUL					
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>					
Balance at close of preceding month	5,000,000,000	HK\$0.04	Hk\$200,000,000					
Increase/(decrease)	-							
Balance at close of the month	5,000,000,000	HK\$0.04	Hk\$200,000,000					
(2) Stock code : <u>N/A</u> Description :								
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>					
Balance at close of preceding month								
Increase/(decrease)								
Balance at close of the month								

2. Preference Shares

Stock code : <u>N/A</u> Descri	ption :		
	No. of preference shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			

3. Other Classes of Shares

Stock code : N/A	Descrip	tion :		
		No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preced	. <u> </u>			
Increase/(decrease)	-		-	
Balance at close of the mo	onth _			

Total authorised share capital at the end of the month (*State currency*):

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	2,718,736,170	N/A	N/A	N/A		
Increase/ (decrease) during the month	<u> </u>	N/A	N/A	N/A		
Balance at close of the month	2,718,736,170	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Opti	io <u>n Schemes c</u>	of t <u>he Issuer)</u>			
Particulars of share option scheme						No. of new shares of issuer which may be issued pursuant
including EGM	Ν	Novement durir	ng the month		thereto	thereto as at close of
approval date			Ig the month		_	the month
(dd/mm/yyyy) and						
class of shares issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share Option	Granieu	Exercised	Calicelleu	Lapseu		
Scheme at						
EGM on						
(27/03/2013)						
Ordinary shares						114,000,000
(Note 1)						
<u>2.N/A</u>						
(/ /)						
shares						
(Note 1)						
3.N/A						
- <u></u>						
shares						
(Note 1)						
(11010-1)		Tota	IA. (Ordinai	rv shares)	0	
			(Preferenc		N/A	
			(Ot	her class)	N/A	
Total funds raised d of options (State cu	luring the mor	hth from exercia	se	HK\$0		
· · ·	3,					

Nominal value sissuer issuer issue								ted	be Li	are to	nich a	Issuer wh	s to Issue Shares of the	Warra
	No. of new shares of suer which may be issued pursuant ereto as at lose of the month	is th	es of uer ued og the onth suant	shares issue issue during mont pursua	of the	at close of	ring the	E	lose o cedin	at cl pred	cy nal	of nomir		
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) Stock code (if listed) Class of shares issuable (Note 1) Stock code (if listed) Class of shares issuable (Note 1) Stock code (if listed) Class of shares issuable (Note 1) <td></td> <td>1. N/</td>														1. N/
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EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 2. N/A													bock code (if listed) ass of shares suable <i>(Note 1)</i>	C is
(if applicable) (dd/mm/yyyy) (/ /) 2. N/A													· · ·	
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy) 3. N/A)	/	(/	applicable) d/mm/yyyy)	(
Stock code (if listed)														<u>2. N/</u>
Stock code (if listed)														
Stock code (if listed)							<u> </u>							
Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy) 3. N/A (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (d/mm/yyyy) (/ /) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 4. N/A													,	(
EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 3. N/A													ass of shares	0
(if applicable) (dd/mm/yyyy) (/ /) 3. N/A														
3. N/A (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A)	/	(/	applicable)	(
Stock code (if listed)										/				
Stock code (if listed)														
Stock code (if listed)														
issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 4. N/A (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price													ock code (if listed)	(
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A														
EGM approval date (if applicable) (dd/mm/yyyy) (/ /) 4. N/A														
(if applicable) (dd/mm/yyyy) (/ /) 4. N/A (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price														
4. N/A (/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price													applicable)	(
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price)	/	(/		```
Stock code (if listed)														<u>4. N/</u>
Stock code (if listed)														
Stock code (if listed)							<u> </u>							
Class of shares issuable <i>(Note 1)</i> Subscription price													,	
Subscription price														
													wohle (Note 1)	
EGM approval date													Ibscription price	
													GM approval date	
(if applicable) (dd/mm/yyyy) (/ /)										١	1	()		
)	/	()		
Total B. (Ordinary shares) N/A				N/A	s)	ary shares)	(Ordina	al B.	То					
(Preference shares) N/A		_		N/A	s)	ice shares)	referen							
(Other class) N/A		_		N/A	ss)	ther class)	(O							

Convertibles (i.e. Convertib	ole into Shares of th	ne Issuer which	are to be List	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Convertible Bonds	ouisianaing	monu	montin	monun		
(Remark 1)						
		14,640,000	_	14,640,000	_	30,500,000
Stock code (if listed)		14,040,000		14,040,000		30,300,000
Class of shares						
issuable (Note 1)	Ordinary Shares	5				
Subscription price	HK\$0.48					
EGM approval date	·					
(if applicable)						
(dd/mm/yyyy))	(16/11/2015)					
2. Convertible Bonds						
(Remark 2)						
	HK\$	412,500,000	-	412,500,000	-	750,000,000
Stock code (if listed)						
Class of shares						
issuable (Note 1)	Ordinary Shares					
	HK\$0.55 (subject t	o adjustments)				
EGM approval date (if applicable) (dd/mm/yyyy)	(31/03/2017)					
3. N/A	I					
-						
Stock code (if listed)				·		
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)	, ,					
	(/ /)					
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
	(' ')	To	tal C. (Ordin:	ary shares)	0	
		10		ice shares)		-
			•	Other class)		-
				·		_

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. <u>N/A</u>		
Ordinary shares (Note 1)		· · · ·
2. N/A		
(/ /) 		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares) (Other class)	N/A N/A	

Type of Issue					No. of new shares of issuer issued during the	No. of new shares of issuer which may be issued
Type of Issue					month pursuant thereto	pursuant thereto as at close of the month
		Class of shares issuable (Note 1)				
1. Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
					<u>N/A</u>	<u>N/A</u>
		Class of shares				
	0	issuable (Note 1)		`		
2. Open offer	At price : State	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
					<u>N/A</u>	<u>N/A</u>
		Class of shares issuable (Note 1)				
3. Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	<u>N/A</u>
		Class of shares issuable (Note 1)				
4. Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
		EGM approval date: (dd/mm/yyyy)	(/ /)		
					N/A	N/A

						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						
			Class of shares issuable <i>(Note 1)</i>				
5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N1/A	N 1/A
						<u>N/A</u>	<u>N/A</u>
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
			AGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable <i>(Note 1)</i>				
8.	Consideration issue	At price : State currency	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N1/A	N1/A
						<u>N/A</u>	<u>N/A</u>

	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable (Note 1)				
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
	Other –			Class of shares issuable (Note 1)				
	(Please specify)	At price:	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
				Total E. (C	Ordinary s	hares) N/A	
	(Preference shares) (Other class)) N/A			
					(Other	class	5) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Capital").)	Issued Share

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

	executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.
(viii)	the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and
(vii)	completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
(vi)	all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
(v)	all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
(iv)	all the securities of each class are in all respects identical (Note 3);

Remarks (if any):

1. On 4 July 2016, the Company issued convertible bonds with principal amount of HK\$120,000,000 as part of the consideration in favor of the Vendors (as defined below) (or their nominee(s)) for acquisition of the entire issued share capital of Dream World Holdings Limited under the sale and purchase agreement dated 6 July 2015 (as amended and supplemented by the first supplemental agreement dated 22 July 2015, the confirmation letter dated 28 August 2015, the second supplemental agreement dated 29 September 2015 and the third supplemental agreement dated 18 December 2015) entered into between the Company as the purchaser and Ease Wing Limited, Best Million Holdings Limited and Earn Wise Limited as the vendors (collectively, the "Vendors"). The holders of the convertible bonds have the right to convert the outstanding principal amount of the convertible bonds up to the maturity date of 3 July 2021. On 6 July 2016, the convertible bonds amounting to HK\$18,000,000 was converted into 37,500,000 Shares; On 2 September 2016, the convertible bonds amounting to HK\$62,000,000 was converted into 129,166,666 Shares; and subsequently on 13 September 2016, the convertible bonds amounting to HK\$25,360,000 was converted into 52,833,332 Shares. As at the date of this monthly return, the outstanding convertible bonds amounted to HK\$14,640,000 which may be converted into 30,500,000 Shares at the conversion price of HK\$0.48. 2. On 19 June 2017, the Company issued convertible bonds with principal amount of HK\$412,500,000 at an interest rate of 5.5% per annum to raise funds for strengthening its financial position and for its business development and to build a strategic partnership with Hangzhou Liaison Interactive Information Technology Co., Limited (杭州聯絡互動信息科技股份有限公司) (the "Subscriber") to jointly develop the "Mobile E-sports" market and the related peripherals market under the subscription agreement dated 8 February 2017. Such convertible bonds carry the rights to convert into 750,000,000 Shares at a conversion price of HK\$0.55 per Share (subject to adjustments). The convertible bonds will mature on the fifth anniversary from the date of issue on 19 June 2017. As at the

date of this Company Information Sheet, the convertible bonds have not yet been converted by the Subscriber.

Submitted by: <u>HSU TUNG CHI</u>

Title: Director

(Director, Secretary or other duly authorised officer)

Notes :

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.