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CHINA DIGITAL CULTURE (GROUP) LIMITED

中國數碼文化(集團)有限公司

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

(Stock Code: 8175)

POLL RESULTS OF THE ANNUAL GENERAL MEETING

References are made to the notice (the “**Notice**”) of 2021 annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of China Digital Culture (Group) Limited (the “**Company**”) dated 28 May 2021. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Circular.

As at the date of the AGM, the total number of issued shares in the Company was 2,718,736,170 Shares. There was no Shareholder that was materially interested in any of the proposed resolutions at the AGM, and therefore none of the Shareholder is required to abstain from voting in respect of the relevant resolutions.

Accordingly, the total number of Shares entitling the Shareholders to attend and vote in respect of the relevant resolutions at the AGM was 2,718,736,170. There were no Shares in respect of which their holders were entitled to attend and vote only against any of the relevant resolutions as set out in Rule 17.47A of the GEM Listing Rules. No person has stated his/her/its intention to vote against or to abstain from voting on any of the resolutions proposed at the AGM.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer at the AGM for the purpose of the vote-taking. As all votes were cast in favour of each of the proposed ordinary resolutions, the Board is pleased to announce that, each of the ordinary resolutions was considered and duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and reports of the directors (the “ Directors ”) and independent auditors (the “ Auditors ”) of the Company for the year ended 31 December 2020.	10,500,450 (100%)	0 (0%)
2.	(A) To re-elect Mr. Ng Fung Tai as an executive Director.	10,500,450 (100%)	0 (0%)
	(B) To re-elect Mr. Wong Tak Shing as an independent non-executive Director.	10,500,450 (100%)	0 (0%)
	(C) To authorize the board of Directors (the “ Board ”) to fix the respective Directors’ remuneration.	10,500,450 (100%)	0 (0%)
3.	To re-appoint Elite Partners CPA Limited as Auditors and to authorize the Board to fix its remuneration.	10,500,450 (100%)	0 (0%)
4.	To grant a general and unconditional mandate to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the aggregate number of Shares in issue as at the date of passing this resolution.	10,500,450 (100%)	0 (0%)
5.	To grant a general and unconditional mandate to the Directors to repurchase Shares not exceeding 10% of the aggregate number of Shares in issue as at the date of passing this resolution.	10,500,450 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	Conditional upon the passing of resolutions nos. 4 and 5, to extend the general and unconditional mandate granted to the Directors to allot, issue and deal with additional Shares by adding the number of Shares repurchased by the Company.	10,500,450 (100%)	0 (0%)
7.	To approve the refreshment of the 10% scheme mandate limit on grant of options under the share option scheme of the Company.	10,500,450 (100%)	0 (0%)

Note: Full text of the resolutions is set out in the Notice.

By Order of the Board
China Digital Culture (Group) Limited
Hsu Tung Chi
Chairman

Hong Kong, 30 June 2021

As at the date of this announcement, the executive Directors are Mr. Hsu Tung Chi, Ms. Zhang Jing and Mr. Ng Fung Tai and the independent non-executive Directors are Mr. Kwok Chi Sun, Vincent, Mr. Wong Tak Shing, and Mr. Gou Yanlin.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the GEM website on the “Latest Listed Company Information” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.cdculture.com>.