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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)**

### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND NON-COMPLIANCE WITH RULES 5.05(1), 5.28 AND 5.34 OF THE GEM LISTING RULES AND CODE PROVISION A.5.1 OF CORPORATE GOVERNANCE CODE OF THE GEM LISTING RULES**

#### **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board of directors (the “**Board**”) of China Digital Culture (Group) Limited (the “**Company**”) announces that Mr. Kwok Chi Sun, Vincent (“**Mr. Kwok**”) has resigned as an independent non-executive director of the Company and ceased to be the chairman and a member of each of the audit committee (the “**Audit Committee**”), the remuneration committee (the “**Remuneration Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company with effect from 8 July 2021 due to his other personal business and arrangement.

Mr. Kwok has confirmed that he has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to his resignation.

The Board would like to take this opportunity to express its appreciation to Mr. Kwok for his valuable contributions to the Company during his tenure in office.

**NON-COMPLIANCE WITH RULES 5.05(1), 5.28 AND 5.34 OF THE GEM LISTING RULES AND CODE PROVISION A.5.1 OF CORPORATE GOVERNANCE CODE OF THE GEM LISTING RULES**

Following the resignation of Mr. Kwok, the Company has two independent non-executive directors and two Audit Committee members, the number of which falls below the minimum number required under Rule 5.05(1) and 5.28 of the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”). In addition, the Company fails to meet the composition requirement of the Remuneration Committee under Rule 5.34 of the GEM Listing Rules and the composition requirement of the Nomination Committee under code provision A.5.1 of the Corporate Governance Code contained in Appendix 15 of the GEM Listing Rules.

As such, the Board will make its best endeavours to identify suitable candidate to fill the vacancy as soon as practicable, with the relevant appointment to be made within three months from the date of the resignation of Mr. Kwok to meet the requirements under the GEM Listing Rules. Further announcement will be made by the Company as and when appropriate.

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

Hong Kong, 8 July 2021

*As at the date of this announcement, the executive Directors are Mr. Hsu Tung Chi, Ms. Zhang Jing and Mr. Ng Fung Tai. The independent non-executive Directors are 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: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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