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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)

CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS AND CHANGES IN THE COMPOSITION OF BOARD COMMITTEES

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Directors**”) of China Digital Culture (Group) Limited (the “**Company**”) announces that Mr. Wong Tak Shing (“**Mr. Wong**”) has resigned as an independent non-executive Director and ceased to be a member of each of the audit committee (the “**Audit Committee**”) and the nomination committee (the “**Nomination Committee**”) of the Company with effect from 11 February 2022 due to his other personal business and arrangement.

Mr. Wong 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. Wong for his valuable contributions to the Company during his tenure in office.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Wang Ming Jiun (“**Mr. Wang**”) has been appointed as an independent non-executive Director and a member of each of the Audit Committee and the Nomination Committee with effect from 11 February 2022.

The biographical details of Mr. Wang are set out below:

Mr. Wang, aged 53, has obtained degree of Master of Business Administration from Yuan Ze University in 2003 and National Taiwan University in 2018 respectively. Mr. Wang has professional expertise and extensive experience in banking and finance industry for about 28 years. From February 2008 to December 2009, Mr. Wang was the chairman and director of Anyin Insurance Agent Co., Limited* (安銀保險經紀人股份有限公司) and Antai Insurance Broker Co., Limited* (安泰保險代理人股份有限公司) respectively. From January 2017 to October 2018, Mr. Wang was the founder and director of Chengtay Factoring Co., Ltd.* (誠泰商業保理有限公司). Mr. Wang is currently a general manager of Dalian Zeming Energy Co., Ltd.* (大連澤銘能源有限公司) and a chief financial officer of IDFG, a high-end brand supply chain group.

Mr. Wang has entered into a service contract with the Company for a term of one year with effect from the date of this announcement, which will continue thereafter until terminated by either party giving not less than one month’s notice in writing. Mr. Wang shall be subject to retirement by rotation and re-election in accordance with the bye-laws of the Company. Mr. Wang is entitled to a director’s fee of HK\$5,000 per month which was mutually agreed upon between the Board and Mr. Wang with reference to the prevailing market conditions and his experience, his duties and responsibilities in the Group. His remuneration package has been approved by the Board and the remuneration committee of the Company.

To the best knowledge of the Board and save as disclosed above, Mr. Wang (i) did not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years preceding the date of this announcement; (ii) does not hold any other position with the Company and other members of the Group or possess any other major appointments or professional qualifications; (iii) does not have any relationship with any director, senior management or substantial or controlling shareholders of the Company; and (iv) is not interested in and does not hold any short position in the shares or underlying shares or any debentures of the Company or any of its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571) of the Law of Hong Kong.

* *For identification purpose only*

Save as disclosed above, the Board is not aware of any other matters in relation to the appointment of Mr. Wang as an independent non-executive Director that need to be brought to the attention of the Shareholders, nor is there any other information that should be disclosed by the Company pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

The Board would like to take this opportunity to welcome Mr. Wang for joining the Board.

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

Hong Kong, 11 February 2022

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. Gou Yanlin, Mr. Hong Hui Lung and Mr. Wang Ming Jiun.

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 or deceptive; and (ii) there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on 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>.