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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)

ADDITIONAL RESUMPTION GUIDANCE AND CONTINUED SUSPENSION OF TRADING

This announcement is made by China Digital Culture (Group) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.10(2) of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

References are made to the announcements made by the Company dated (i) 1 April 2021 in relation to the suspension of trading in the shares of the Company; (ii) 17 June 2021 in relation to the resumption guidance for the Company imposed by the Stock Exchange (the “**Initial Resumption Guidance**”) and (iii) 31 March 2022 in relation to the delay in publication of audited result for the year ended 31 December 2021 (collectively, the “**Announcements**”). Unless otherwise specified, terms used in this announcement shall have the meanings as defined in the Announcements.

ADDITIONAL RESUMPTION GUIDANCE

As disclosed in the announcement of the Company dated 31 March 2022, the Company was not able to publish its audited annual results for the year ended 31 December 2021 on or before 31 March 2022.

Due to the above circumstances, in addition to the Initial Resumption Guidance, the Company received a letter (the “**Letter**”) from the Stock Exchange on 21 April 2022, pursuant to which, the Stock Exchange imposed additional resumption guidance for the resumption of trading in shares of the Company. Details of the additional resumption guidance (the “**Additional Resumption Guidance**”) are as follows:

- (a) publish all outstanding financial results required under the Listing Rules and address any audit modifications;
- (b) demonstrate the Company’s compliance with Rule 17.26 of the GEM Listing Rules;

The Stock Exchange may modify or supplement the Resumption Guidance if the Company’s situation changes.

The Company is also informed by the Stock Exchange that the transitional arrangement for the Company under Rule 17.49C of the GEM Listing Rules applies, and thus the 12-month period under Rule 9.14A(1) of the GEM Listing Rules is extended for 12 months under Rule 17.49C of the GEM Listing Rules to 31 March 2023.

If the Company fails to fulfil the Resumption Guidance and comply with the GEM Listing Rules to the Stock Exchange’s satisfaction and resume trading in its shares by 31 March 2023, the Listing Division of the Stock Exchange will recommend the GEM Listing Committee of the Stock Exchange to proceed with the cancellation of the Company’s listing. Under Rule 9.15 of the GEM Listing Rules, the Stock Exchange also has the right to impose a shorter specific remedial period, where appropriate.

The Company is currently working with its advisers to take the necessary steps to comply with the Resumption Guidance with the aim of resuming trading in the Shares as soon as practicable. The Company will also keep its shareholders and potential investors informed of the progress of the Company’s fulfilment of the Resumption Guidance.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on 1 April 2021. Pending fulfilment of the Resumption Guidance, trading in the Shares on the Stock Exchange will remain suspended until further notice.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 25 April 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>.