

**APPENDIX 5**  
**FORMS RELATING TO LISTING**

**FORM F**

**GEM**

**COMPANY INFORMATION SHEET**

**Case Number:** \_\_\_\_\_

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name:** China Digital Culture (Group) Limited

**Stock code (ordinary shares):** 08175

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on GEM of The Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of [10 October 2022](#)

**A. General**

Place of incorporation: Incorporated in the Cayman Islands and continued in Bermuda

Date of initial listing on GEM: 25 February 2003

Name of Sponsor(s): N/A

Names of directors: (please distinguish the status of the directors - Executive, Non-Executive or Independent Non-Executive)	<u>Hsu Tung Chi</u>	<u>Executive Director</u>
	<u>Ng Fung Tai</u>	<u>Executive Director</u>
	<u>Gou Yanlin</u>	<u>Independent Non-executive Director</u>
	<u>Hong Hui Lung</u>	<u>Independent Non-executive Director</u>
	<u>Wang Ming Jiun</u>	<u>Independent Non-executive Director</u>
	_____	

Name(s) of substantial shareholder(s): N/A  
 (as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

\_\_\_\_\_

**THE STOCK EXCHANGE OF HONG KONG LIMITED**  
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company: N/A

Financial year end date: 31 December

Registered address: Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda

Head office and principal place of business: Unit 1603, 16/F, Tower II, Admiralty Centre, 18 Harcourt Road, Hong Kong

Web-site address (if applicable): http://www.cdculture.com

Share registrar: Principal share registrar: Ocorian Management (Bermuda) Limited  
Hong Kong branch share registrar: Tricor Standard Limited

Auditors: Elite Partners CPA Limited

**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

The Company and its subsidiaries are principally engaged in the business of licensing and sales of entertainment, sports and music content, operating E-sports and webcast celebrity businesses, operating film-based cultural parks and tourism focused projects, planning and design of concerts and providing marketing and promotional services for professional athletes.

**C. Ordinary shares**

Number of ordinary shares in issue: 2,718,736,170

Par value of ordinary shares in issue: HK\$0.04

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

**D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

THE STOCK EXCHANGE OF HONG KONG LIMITED  
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No. of warrants outstanding: N/A

No. of shares falling to be issued upon N/A  
the exercise of outstanding warrants: \_\_\_\_\_

**E. Other securities**

Details of any other securities in issue.

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).*

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

**Convertible Bonds:**

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 Company Information Sheet, 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 per share.

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.

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**Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Submitted by: Hsu Tung Chi  
(Name)

Title: Director  
(Director, secretary or other duly authorised officer)

**NOTE**

*Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*