



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 28 February 2023

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: CHINA DIGITAL CULTURE (GROUP) LIMITED

Date Submitted: 07 March 2023

I. Movements in Authorised / Registered Share Capital

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08175	Description	C DIGITAL CUL			
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	5,000,000,000	HKD	0.04	HKD	200,000,000	
Increase / decrease (-)	0			HKD		
Balance at close of the month	5,000,000,000	HKD	0.04	HKD	200,000,000	

Total authorised/registered share capital at the end of the month: HKD 200,000,000

II. Movements in Issued Shares

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	08175	Description	C DIGITAL CUL			
Balance at close of preceding month			2,718,736,170			
Increase / decrease (-)			0			
Balance at close of the month			2,718,736,170			

III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer) Not applicable

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)

1. Type of shares issuable	Ordinary shares	Class of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		08175					
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible Bonds (Remark 1)	HKD	14,640,000			14,640,000		30,500,000
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.48					
General Meeting approval date (if applicable)	16 November 2015						
2). Convertible Bonds (Remark 2)	HKD	412,500,000			412,500,000		750,000,000
Type of convertibles	Bond/Notes						
Stock code of the Convertibles (if listed on SEHK) (Note 1)							
Subscription/Conversion price	HKD	0.55					
General Meeting approval date (if applicable)	31 March 2017						

Total C (Ordinary shares): _____

Remarks:

1. 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 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 monthly return, 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.

2. 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.

(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes) Not applicable

(E). Other Movements in Issued Share Not applicable

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) _____

IV. Information about Hong Kong Depositary Receipt (HDR) Not applicable

V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Hsu Tung Chi

Title: Director

(Director, Secretary or other Duly Authorised Officer)

Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
 - . the securities are of the same nominal value with the same amount called up or paid up;
 - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares repurchased"; and
 - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
 - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
 - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
 - . "type of shares issuable" should be construed as "type of shares redeemed"; and
 - . "issue and allotment date" should be construed as "redemption date"