

# Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mi	m/yyyy) : <u>3</u>	1/03/2021						
To : Hong Kong Exchanges and Clearing Limited								
Name of Issuer	Name of Issuer China National Culture Group Limited							
Date Submitted	)7/04/2021							
I. Movements in Authorised Share Capital								
1. Ordinary Shares								
(1) Stock code : <u>745</u>	Description :	Ordinary	Shares					
		of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding	month <u>25,000</u>	0,000,000	HK\$0.04	HK\$1,000,000,000				
Increase/(decrease)	Nil			Nil				
Balance at close of the month	<u>25,000</u>	0,000,000	HK\$0.04	HK\$1,000,000,000				
(2) Stock code :	Description:							
		of ordinary shares	Par value (State currency)	Authorised share capital (State currency)				
Balance at close of preceding	month							
Increase/(decrease)								
Balance at close of the month								

2. Preference S	hares							
		_Description:		Non-voting convertible preference shares				
		•	No. of eference shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close	e of precedin	g month 3,500	,000,000	HK\$0.14	HK\$490,000,000			
Increase/(decre	ase)	Nil		-	Nil			
Balance at close	e of the mon	th <u>3,500</u>	,000,000	HK\$0.14	HK\$490,000,000			
3. Other Classe	s of Shares							
Stock code :		Description :						
		cl	o. of other asses of shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close	e of precedin	g month						
Increase/(decre	ase)							

Total authorised share capital at the end of the month (State currency):

Balance at close of the month

HK\$1,490,000,000

### II. Movements in Issued Share Capital

	No. of ordinary shares (1) (2)		No of preferenc	e No. of other
			shares	classes of shares
Balance at close of preceding month	588,864,600	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	N/A	N/A	N/A
Balance at close of the month	588,864,600	N/A	N/A	N/A

# III. Details of Movements in Issued Share Capital

Share Options (und Particulars of		-	,		No. of new shares of	No. of new shares of
share option					issuer issued during	issuer which may be
scheme					the month pursuant	issued pursuant
including EGM					thereto	thereto as at close of
approval date		Movement dur	ing the month		_	the month
(dd/mm/yyyy) and						tho month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share	Gianteu	LXEICISEU	Caricelleu	Lapseu		
option granted on						
21 August 2019						
under 2014 Share						
Option Scheme						
approved on						
29/08/2014						
Exercise price:						
HK\$0.40 per						
Share						
Ordinary shares	Nil	Nil	Nil	Nil	Nil	49,070,000
(Note 1)						-
2.Share						
option granted on						
18 August 2020						
under 2014 Share						
Option Scheme						
approved on 29/08/2014						
Exercise price:						
HK\$0.076 per						
Share						
	N.C.	N.P.I	N.P.I	N.C.	NP1	49,070,000
Ordinary shares	Nil	Nil	Nil	Nil	Nil	
(Note 1)						
3.						
( / / )						
shares						
(Note 1)						
,			Total A. (Ordin	narv shares)	Nil	
					N/A	
				Other class)		
			,	Caron Glass)	1 1/1 1	
otal tunds raised d	uring the mon	th from exercise	e ot			

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u></u>						
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date				<del></del>		
(if applicable) (dd/mm/yyyy)	( / /	)				
2.			•			
	<del>\</del>					_
Stock code (if listed)						
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	( / /					
3.	`					
		\	$\overline{}$			_
Stock code (if listed)						
Class of shares						
0.1						
EGM approval date						
(if applicable) (dd/mm/yyyy)	( / /	)				
4.			•			
( / / ) Stock code (if listed)				\		
Class of shares						
		_	•			
Subscription price EGM approval date						
(if applicable)					\	\
(dd/mm/yyyy)	( / /	)	•			
		Total B	3. (Ordina	ary shares)		
			(Preferen	nce shares)		
			(O	Other class)		_

Convertibles (i.e. Convertible	into Shares of th	e Issuer which	are to be Liste	ed)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1	_					
	- - 					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)) 2.	( / / )					
	-					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)  3.	( / / ) - -					
	_					
Subscription price						
(if applicable)	( / / )					
	- - 					
(if applicable) (dd/mm/yyyy)	( / / )			ary shares) ce shares)		-
				ce snares) ther class)		-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Options (other than dider office option deficines)		
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
i applicable, and class of shares issuable.		
<sup>1</sup> 4		
shares (Note 1)		
2.		
shares (Note 1)		
<u> </u>		-
3.		
	_	
abaraa (Nata 1)		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		
(Other class)		

Otl	her Movements in I	ssued Sha	re Capital					
	Type of Issue						No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares issuable (Note 1)				
1.	Rights issue	At price :	State currency	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
								_
				Class of shares issuable (Note 1)				
2.	Open offer	At price :	State currency ——	Issue and allotment date: (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				Class of shares issuable (Note 1)				
3.	Placing	At price :	State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
								_
				Class of shares issuable (Note 1)		_		
4.	Bonus issue			Issue and allotment date: (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
								- \

	Type of Issue					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend		Class of shares				
			issuable (Note 1)	, , ,	,		
		At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
							_
			Class of shares				
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
					$\overline{}$		
			Class of shares issuable (Note 1)		`		
8.	Consideration issue	At price : State currency———	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
			EGM approval date: (dd/mm/yyyy)	( / /	)		
							_ \

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer whice may be issued pursuant thereto as a close of the month
	Class of shares		
	issuable (Note 1)		
Capital reorganisation	Issue and allotment ( / / ) date : (dd/mm/yyyy)	1	
	EGM approval date: ( / / ) (dd/mm/yyyy)		
			_
	Class of sharesissuable (Note 1)		
10. Other (Please specify) At price : State currency	Issue and allotment ( / / ) date: (dd/mm/yyyy)		
	EGM approval date: ( / / ) (dd/mm/yyyy)		
	Total E. (Ordina	ry	
	` share (Preference share	s)	_
	(Other clas		<del>-</del> -
			1
Total increase / (decrease) in ordinary shares du	ring the month (i.e. Total of A to E):	<sup>(1)</sup> N/A	
	g ( ( =/.	(2) N/A	
Total increase / (decrease) in preference shares	during the month (i.e. Total of A to E)	\_/	
Total increase / (decrease) in other classes of sh	,		
E): (These figures should be the same as the releval Capital").)	nt figures under II above ("Movemen		re

#### IV. 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 which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized 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 GEM of 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.					
Remark	ks (if any):					
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Submitt	ted by:Leung Cho Yi					
Title: Company secretary (Director, Secretary or other duly authorised officer)						

#### Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 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 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 append the prescribed continuation sheet.