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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

References are made to the notice (the “**Notice**”) of 2017 annual general meeting (the “**AGM**”) and the circular (the “**Circular**”) of China Digital Culture (Group) Limited (the “**Company**”) dated 23 May 2017. Unless otherwise indicated, capitalized terms used herein have the same meanings as those defined in the Circular.

As at the date of the AGM, the total number of issued shares in the Company was 1,910,176,170 Shares. There was no Shareholder that was materially interested in any of the proposed resolutions at the AGM, and therefore none of the Shareholder is required to abstain from voting in respect of the relevant resolutions.

Accordingly, the total number of Shares entitling the Shareholders to attend and vote in respect of the relevant resolutions at the AGM was 1,910,176,170. There were no Shares in respect of which their holders were entitled to attend and vote only against any of the relevant resolutions.

The Company's branch share registrar and transfer office in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer at the AGM for the purpose of the vote-taking. As all votes were cast in favour of each of the proposed ordinary resolutions, the Board is pleased to announce that, each of the ordinary resolutions was considered and duly passed by the Shareholders by way of poll at the AGM. The poll results in respect of the resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive and adopt the audited financial statements and reports of the directors (the “ <b>Directors</b> ”) and auditors (the “ <b>Auditors</b> ”) of the Company for the year ended 31 December 2016.	211,045,177 (100.00%)	0 (0.00%)
2.	(A) To re-elect Mr. Hsu Tung Chi as an executive Director of the Company.	211,045,177 (100.00%)	0 (0.00%)
	(B) To re-elect Ms. Zhang Jing as an executive Director of the Company.	211,045,177 (100.00%)	0 (0.00%)
	(C) To re-elect Mr. Lai Kwok Fai, Franki as an executive Director of the Company.	211,040,177 (99.99%)	5,000 (0.01%)
	(D) To re-elect Mr. Wong Tak Shing as an independent non-executive Director of the Company.	211,040,177 (99.99%)	5,000 (0.01%)
	(E) To re-elect Mr. Gou Yanlin as an independent non-executive Director of the Company.	211,045,177 (100.00%)	0 (0.00%)
	(F) To authorise the board of Directors to fix the respective Directors' remuneration.	211,045,177 (100.00%)	0 (0.00%)
3.	To re-appoint Mazars CPA Limited as Auditors and to authorize the Board to fix their remuneration.	211,045,177 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the Board to issue new Shares.	211,045,177 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the Board to repurchase Shares.	211,045,177 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	To extend the general mandate to issue new Shares by adding the number of Shares repurchased.	211,045,177 (100.00%)	0 (0.00%)

*Note:* Full text of the resolutions is set out in the Notice.

By Order of the Board  
**China Digital Culture (Group) Limited**  
**Hsu Tung Sheng**  
*Chairman*

Hong Kong, 26 June 2017

*As at the date of this announcement, the executive directors of the Company are Mr. Hsu Tung Sheng, Mr. Hsu Tung Chi, Mr. Chang Ching Lien, Ms. Zhang Jing and Mr. Lai Kwok Fai, Franki. The independent non-executive Directors are Mr. Kwok Chi Sun, Vincent, Mr. Wong Tak Shing, and Mr. Gou Yanlin.*

*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; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at <http://www.cdculture.com>.*