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**China Digital Licensing (Group) Limited**  
**中國數碼版權(集團)有限公司**

*(incorporated in the Cayman Islands with limited liability)*

(Stock Code: 8175)

**COMPLETION OF PLACING OF NEW SHARES  
UNDER GENERAL MANDATE**

The Board is pleased to announce that completion of the Placing took place on 30 October 2009 in accordance with the terms and conditions of the Placing Agreement dated 8 September 2009. A total of 273,000,000 Placing Shares had been successfully placed to not less than six Placees at the Placing Price of HK\$0.105 per Placing Share.

Reference is made to the announcement (the “Announcement”) of China Digital Licensing (Group) Limited (the “Company”) dated 8 September 2009 in relation to, among other matters, the Placing. Unless otherwise stated, terms used herein shall have the same meanings as defined in the Announcement.

The Board is pleased to announce that the condition of the Placing stated in the Placing Agreement has been fulfilled. Completion of the Placing took place on 30 October 2009, pursuant to which the Company allotted and issued 273,000,000 Placing Shares to not fewer than six Placees at the Placing Price of HK\$0.105 per Placing Share. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, the Placees are third parties independent of the Company and its connected persons. The net proceeds from the Placing amount to approximately HK\$27.5 million.

Set out below is the shareholding structure of the Company before and after the Completion:

Shareholders	Immediately before Completion		Immediately after Completion and the allotment and issue of the Placing Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Manciple Enterprises Limited ( <i>Note 1</i> )	395,698,238	24.99%	395,698,238	21.31%
Ms. Chan Yiu Kan Katie ( <i>Note 1</i> )	<u>4,500,000</u>	<u>0.28%</u>	<u>4,500,000</u>	<u>0.24%</u>
Subtotal	400,198,238	25.27%	400,198,238	21.55%
Directors ( <i>Note 2</i> )				
Hsu Tung Sheng	13,000,000	0.82%	13,000,000	0.70%
Pang Hong Tao	21,500,000	1.36%	21,500,000	1.16%
Ma She Shing, Albert	9,870,000	0.62%	9,870,000	0.53%
Au Shui Ming, Anna	<u>35,500,000</u>	<u>2.24%</u>	<u>35,500,000</u>	<u>1.91%</u>
Subtotal	79,870,000	5.04%	79,870,000	4.30%
Public				
Placees ( <i>Note 3</i> )	—	—	273,000,000	14.71%
Other public Shareholders	<u>1,103,636,629</u>	<u>69.69%</u>	<u>1,103,636,629</u>	<u>59.44%</u>
Subtotal	<u>1,103,636,629</u>	<u>69.69%</u>	<u>1,376,636,629</u>	<u>74.15%</u>
Total:	<u><u>1,583,704,867</u></u>	<u><u>100.00%</u></u>	<u><u>1,856,704,867</u></u>	<u><u>100.00%</u></u>

Notes:

1. Manciple Enterprises Limited, a company incorporated in the British Virgin Islands which is wholly and beneficially owed by Mr. Lau Kim Hung, Jack (“Mr. Lau”). Accordingly, Mr. Lau is deemed to be interested in 395,698,238 Shares.

Ms. Chan Yiu Kan Katie (“Ms. Chan”) owns 4,500,000 Shares, by virtue of being spouse of Ms. Chan, Mr. Lau is deemed to be interested in 4,500,000 Shares held by Ms. Chan.

2. Mr. Hsu Tung Sheng, Mr. Pang Hong Tao, and Ms. Au Shui Ming, Anna are executive Directors. Mr. Ma She Shing, Albert is a non-executive Director.
3. No placee has become a substantial Shareholder (as defined in the GEM Listing Rules). Galaxy Asset Management (HK) Limited (principally engaged in asset management) and VMS Investment Group Limited will become Shareholders following Completion of the Placing.

By order of the Board  
**CHINA DIGITAL LICENSING (GROUP) LIMITED**  
**Pang Hong Tao**  
Chairman

Hong Kong, 30 October 2009

*As at the date of this announcement, the executive Directors are Mr. Hsu Tung Sheng, Mr. Pang Hong Tao, and Ms. Au Shui Ming, Anna. The non-executive Director is Mr. Ma She Shing, Albert. The independent non-executive Directors are Mr. Hsu William Shiu Foo, Mr. Lee Kun Hung and Mr. Kwok Chi Sun, Vincent.*

*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 Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) 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 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 [www.chinadigitallic.com](http://www.chinadigitallic.com).*