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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)

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

As at the date of this announcement, the authorised share capital of the Company is HK\$100,000,000 divided into 2,000,000,000 Shares, of which 1,871,004,867 Shares are issued and fully paid. The Board proposes to increase the existing authorised share capital of the Company from HK\$100,000,000, divided into 2,000,000,000 Shares, to HK\$200,000,000, divided into 4,000,000,000 Shares, by the creation of 2,000,000,000 new Shares. The proposed Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM.

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

As at the date of this announcement, the authorised share capital of China Digital Licensing (Group) Limited (the “**Company**”) is HK\$100,000,000 divided into 2,000,000,000 ordinary shares (the “**Shares**”) of HK\$0.05 each in the issued and unissued share capital of the Company, of which 1,871,004,867 Shares are issued and fully paid. Taking into account of the acquisition of 21.57% interest in Far Glory Limited as announced by the Company on 15 October 2009, the Company will issue 58,000,000 consideration shares and convertible bonds in the principal amount of HK\$26,903,000 (of which if converted in full, 286,202,127 new shares of the Company will be allotted and issued) upon completion of the acquisition. In order to accommodate future expansion and growth of the Group, the Board proposes to increase the existing authorised share capital of the Company from HK\$100,000,000, divided into 2,000,000,000 Shares, to HK\$200,000,000, divided into 4,000,000,000 Shares, by the creation of 2,000,000,000 new Shares (the “**Increase in Authorised Share Capital**”). As at the date of this announcement, save as the consideration shares and conversion shares to be allotted and issued attaching to the conversion rights of the convertible bonds to be issued as mentioned above, there are no plans for the directors (the “**Directors**”) of the Company to issue Shares out of the additional 2,000,000,000 new Shares to be created.

The proposed Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the extraordinary general meeting of the Company (the “EGM”) to be convened to consider and, if thought fit, approve the proposed Increase in Authorised Share Capital. No Shareholder is required to abstain from voting on such resolution.

## **GENERAL**

A circular containing, among others, details of the Increase in Authorised Share Capital of the Company, together with a notice convening the EGM, will be despatched to the Shareholders as soon as practicable.

By order of the Board  
**China Digital Licensing (Group) Limited**  
**Pang Hong Tao**  
*Chairman*

Hong Kong, 20 November 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).*