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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)

THE PASSING AWAY OF A DIRECTOR

The board (“Board”) of directors (“Directors”) of China Digital Licensing (Group) Limited (the “Company”) is deeply saddened by the passing away of Mr. Hsu William Shiu Foo (“Mr. Hsu”), independent non-executive director of the Company, on 20 November 2009 in Laie, Hawaii.

Mr. Hsu was appointed to the Board in 2005 and had given invaluable contributions to the Company. The Board is deeply saddened by the passing away of Mr. Hsu and extends its deepest condolences to Mr. Hsu’s family.

Pursuant to Rule 5.05(1) and Rule 5.28 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), which prescribes that a listed issuer must have at least three independent non-executive directors and the audit committee must comprise a minimum of three non-executive directors respectively. The Board noted that, following the passing away of Mr. Hsu, the number of independent non-executive directors and the number of audit committee members both fall below the minimum number required. The Board shall use its best endeavor to look for a suitable candidate for appointment as our independent non-executive director and member of the audit committee of the Company for compliance with the aforesaid rules.

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

Hong Kong, 23 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. 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.