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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)

**RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
AND  
APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND AUDIT COMMITTEE MEMBER**

The Board is pleased to announce that all the ordinary resolutions as set out in the notice of EGM dated 23 November 2009 were duly passed by way of poll at the EGM held on 11 December 2009.

The Board also wishes to announce that Mr. Wong Tak Shing will be appointed as an independent non-executive Director and audit committee member of the Company with effect from 15 December 2009.

The Board is pleased to announce that all the resolutions as set out in the notice of EGM dated 23 November 2009 were duly passed by way of poll at the EGM held on 11 December 2009. Reference is made to the circular incorporating a notice of extraordinary general meeting (the “EGM”) dated 23 November 2009 (the “Circular”) of China Digital Licensing (Group) Limited (the “Company”). Unless otherwise defined herein, terms used herein shall have the same meaning as defined in the Circular.

As at the date of the EGM, the total number of Shares in issue was 1,882,585,643. Mr. Lau, Mr. Hsu Tung Sheng, Mr. Hsu Tung Chi and their respective associates, are in aggregate interested in 439,198,238 Shares representing approximately 23.33% of the total issued Shares of 1,882,585,643 Shares as at the date of this announcement and are required to abstain from voting in respect of the ordinary resolution 1. Save as disclosed, no other Shareholders are required to abstain from voting in respect of the ordinary resolution 1. Accordingly, the total number of Shares entitling the Shareholders to attend and vote in respect of the ordinary resolution 1 at the EGM was 1,443,387,405.

For ordinary resolutions 2 and 3 in relation to the proposed grant of the New General Mandate, pursuant to the GEM Listing Rules, any controlling shareholders and their associates, or where there are no controlling shareholder, directors (excluding independent non-executive directors) and the chief executive and their respective associates shall abstain from voting in favour of the resolution approving the proposed grant of the New General Mandate. Since the Company has no controlling Shareholders, accordingly, Mr. Pang Hong Tao, Mr. Hsu Tung Sheng and Ms. Au Shui Ming, Anna, being the executive Directors and Mr. Ma She Shing, Albert, being the non-executive Director will abstain from voting in favour of the ordinary resolutions 2 and 3. As at the date of this announcement, Mr. Pang Hong Tao, Mr. Hsu Tung Sheng and his associates, Ms. Au Shui Ming, Anna and Mr. Ma She Shing, Albert, are interested in 29,800,000 Shares, 38,000,000 Shares, 41,500,000 Shares and 9,870,000 Shares respectively. Save as disclosed, no other Shareholders are required to abstain from voting in respect of the ordinary resolutions 2 and 3. Accordingly, the total number of Shares entitling the Shareholders to attend and vote in respect of the ordinary resolutions 2 and 3 at the EGM was 1,763,415,643.

There is no Shareholder that is materially interested in ordinary resolution 4 at the EGM, and therefore none of the Shareholder is required to abstain from voting in respect of the ordinary resolution 4. Accordingly, the total number of Shares entitling the Shareholders to attend and vote in respect of the ordinary resolution 4 at the EGM was 1,882,585,643.

The Company's share registrar in Hong Kong, Tricor Standard Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong, was appointed as the scrutineer at the EGM for the purpose of the vote-taking. The results of the poll are as follows:

| Ordinary Resolutions |  | Number of votes (Percentage of total number of votes) |         |
|----------------------|--|---|---------|
|                      |  | For   | Against |
| 1.                   | To approve the Agreement and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Consideration Shares, the issue of the Convertible Bonds and the allotment and issue of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds. | 653,202,822<br>100%                                   | 0<br>0% |
| 2.                   | To grant a general mandate to directors to allot, issue and otherwise deal with the Company's shares.  | 882,008,560<br>100%                                   | 0<br>0% |
| 3.                   | To add the nominal amount of shares repurchased by the Company to the mandate granted to the directors under resolution no. 2.   | 882,008,560<br>100%                                   | 0<br>0% |
| 4.                   | To approve the increase in authorised share capital.   | 966,308,560<br>100%                                   | 0<br>0% |

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board also wishes to announce that Mr. Wong Tak Shing (“Mr. Wong”) will be appointed as an independent non-executive Director and audit committee member of the Company with effect from 15 December 2009.

### **Mr. Wong Tak Shing (“Mr. Wong”)**

Mr. Wong, aged 47, graduated from the University of New England, Australia with a Postgraduate Diploma in Financial Management and from the University of Southampton, U.K. with a Bachelor of Social Science in Business Economics and Accounting. Mr. Wong is currently an associate member of the CPA Australia and an associate member of the Hong Kong Institute of Certified Public Accountants. He has over 20 years of experience in corporate finance, accounting, personnel and administration.

Mr. Wong was previously an executive director of Palmpay China (Holdings) Limited, a company listed on the GEM of the Stock Exchange (Stock code: 8047) and an independent non-executive director of Sun Innovation Holdings Limited, a company listed on the main board of the Stock Exchange (Stock Code: 547). Save as disclosed, Mr. Wong did not hold any directorship and other major appointments in any other listed public companies in the last three years before his appointment as an independent non-executive director of the Company.

Mr. Wong does not have any relationships with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules) and does not have any interests in the shares of the Company within the meaning of Part XV of Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as at the date of this announcement. Apart from being an independent non-executive director of the Company, he does not hold any other positions in the Company or any of its subsidiaries.

Mr. Wong has entered into a letter of appointment with the Company for a term of one year from 15 December 2009, which will continue thereafter until terminated by either party giving not less than one month’s notice in writing. Mr. Wong is entitled to a fixed emolument of HK\$5,000 per month which is determined by arm’s length negotiation between Mr. Wong and the Company. Mr. Wong shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at that meeting, and is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

## GENERAL

Save as disclosed above, there are no other matters about Mr. Wong's appointment as an independent non-executive director of the Company which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company. The Board would like to take this opportunity to express its warmest welcome to Mr. Wong.

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

Hong Kong, 11 December 2009

*As at the date of this announcement, the executive Directors are Mr. Pang Hong Tao, Mr. Hsu Tung Sheng 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](http://www.chinadigitallic.com).*