

## Appendix 5

### FORMS RELATING TO LISTING FORM F The Growth Enterprise Market (GEM) Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name** : **China Digital Licensing (Group) Limited**

**Stock code (ordinary shares)** : **8175**

This information sheet contains certain particulars concerning the above company (the “Company”) which is listed on the Growth Enterprise Market (“GEM”) of the Stock Exchange of Hong Kong Limited (the “Exchange”). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 31 December 2009.

#### A. GENERAL

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 25 February 2003

Name of Sponsor(s) : N/A

Name of directors:  
(*please distinguish the status of the directors*  
*–Executive, Non-Executive or Independent*  
*Non-Executive*)

Executive Directors

Mr. Hsu Tung Sheng

Mr. Pang Hong Tao, Peter

Ms. Au Shui Ming Anna

Non-executive Director

Mr. Ma She Shing, Albert

Independent non-executive Directors

Mr. Kwok Chi Sun, Vincent

Mr. Lee Kun Hung

Mr. Wong Tak Shing

Name(s) of substantial shareholders  
(as such term is defined in rule 1.01 of the  
GEM Listing Rules) and their respective  
interests in the ordinary shares and other  
securities of the Company :

| <u>Name</u>   | <u>Number of shares held</u> | <u>Approximate percentage<br/>of issued share capital<br/>of the Company</u> |
|---|------------------------------|--|
| Manciple Enterprises Limited ( <i>Note 1</i> )        | 395,698,238                  | 20.39%   |
| Mr. Lau Kim Hung, Jack ( <i>Note 1</i> )              | 400,198,238                  | 20.62%   |
| Ms. Chan Yiu Kan Katie ( <i>Note 1</i> )              | 400,198,238                  | 20.62%   |
| Daily Technology Company<br>Limited ( <i>Note 2</i> ) | 344,202,127                  | 17.74%   |
| Mr. Hsu Tung Chi ( <i>Note 2</i> )                    | 485,424,349                  | 25.01%   |
| Ms. Chuang Meng Hua ( <i>Note 2</i> )                 | 485,424,349                  | 25.01%   |

*Notes:*

1. Manciple Enterprises Limited (“**Manciple**”) is wholly and beneficially owned by Mr. Lau Kim Hung, Jack (“**Mr. Lau**”). Manciple beneficially owns 395,698,238 shares. Under the SFO, Mr. Lau is deemed to be interested in 395,698,238 shares. Ms. Chan Yiu Kan Katie (“**Ms. Chan**”), the wife of Mr. Lau, is personally interested in 4,500,000 shares. Being spouses, Mr. Lau and Ms. Chan are deemed to be interested in their respective shareholding in the Company under the SFO.
2. Daily Technology Company Limited (“Daily Technology”), a company incorporated in Samoa which is beneficially owned as to 98% by Mr. Hsu Tung Chi (“Mr. Hsu”). Daily Technology is interested in 58,000,000 shares. With reference to the circular of the Company dated 23 November 2009, the Company has allotted 286,202,127 convertible bonds to Daily Technology on 16 December 2009. Under the SFO, Mr. Hsu is deemed to be interested in 58,000,000 shares and 286,202,127 convertible bonds.

Mr. Hsu is interested in 19,000,000 share options of the Company. With reference to the circular of the Company dated 30 May 2008, the Company will allot a maximum of 222,222,222 convertible bonds to Mr. Hsu. The Company redeemed 100,000,000 convertible bonds and there were maximum of 122,222,222 convertible bonds outstanding.

Ms. Chuang Meng Hua is deemed to be interested in the aforesaid shares, share options and convertible bonds by virtue of her being spouse of Mr. Hsu.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company : N/A

Financial year end date : 31 December

Registered address : Caledonian Bank & Trust Limited,  
Caledonian House,  
P.O. Box 1043, George Town,  
Grand Cayman, Cayman Islands

Head office and principal place of business : Unit 1601, Ruttonjee House  
11 Duddell Street  
Central, Hong Kong

Web-site address (if applicable) : <http://www.chinadigitallic.com>

Share registrar : Principal share registrar:  
Butterfield Fund Services (Cayman) Limited  
Butterfield House  
68 Fort Street  
P.O. Box 705, George Town  
Grand Cayman, Cayman Islands

Branch share registrar : Standard Registrars Limited  
26/F., Tesbury Centre  
28 Queen's Road East  
Wanchai, Hong Kong

Auditors : MAZARS CPA Limited

## **B. BUSINESS ACTIVITIES**

The Group is principally engaged in the development and provision of on-line education programs, through its self-developed websites to provide languages (English and Chinese) and mathematics learning programs to students in secondary and primary schools in Hong Kong and Macau. The Group has also invested in copyright management and digital licensing business.

**C. ORDINARY SHARES**

|  |   |                |
|--|---|----------------|
| Number of ordinary shares in issue                                       | : | 1,940,585,643  |
| Par value of ordinary shares in issue                                    | : | HK\$0.05       |
| Board lot size (in number of shares)                                     | : | 10,000         |
| Name of other stock exchange(s) on which ordinary shares are also listed | : | Not applicable |

**D. WARRANTS** (*Non-listed*)

|   |   |                |
|---|---|----------------|
| Stock code  | : | Not applicable |
| Board lot size (in number of warrants)  | : | Not applicable |
| Expiry date   | : | Not applicable |
| Exercise price  | : | Not applicable |
| Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right) | : | Not applicable |
| No. of warrants outstanding   | : | Not applicable |
| No. of shares falling to be issued upon the exercise of outstanding warrants                        | : | Not applicable |

**E. OTHER SECURITIES**

|   |   |             |
|---|---|-------------|
| Number of share options granted and outstanding                             | : | 131,000,000 |
| Number of conversion shares outstanding from the unlisted convertible notes | : | 408,424,349 |

## **Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

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**Hsu Tung Sheng**

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**Ma She Shing, Albert**

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**Pang Hong Tao, Peter**

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**Lee Kun Hung**

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**Wong Tak Shing**

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**Kwok Chi Sun, Vincent**

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**Au Shui Ming, Anna**