
IMPORTANT

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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Digital Licensing (Group) Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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 GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT, PROPOSED AMENDMENTS TO SHARE OPTION SCHEME, PROPOSED RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening the annual general meeting of the Company to be held at Unit 1601, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Friday, 14 May 2010 at 10:30 a.m. is set out on pages 17 to 20 of this circular.

A form of proxy for the annual general meeting is enclosed with this circular. Whether or not you intend to attend and vote at the annual general meeting, you are requested to complete the enclosed form of proxy and return it in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Standard Limited, at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding such meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjourned meeting should you so wish.

This circular will remain on the GEM website at www.hkgem.com 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.

15 April 2010

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Exchange. Prospective investors should be aware of potential risks of investing in such companies and should make a decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, the following expressions shall have the following meanings unless the context otherwise requires:

“AGM”	the annual general meeting of the Shareholders of the Company to be held at Unit 1601, Ruttonjee House, Ruttonjee Centre, Central, 11 Duddell Street, Hong Kong on Friday, 14 May 2010 at 10:30 a.m., a notice of which is set out on pages 17 to 20 of this circular
“Articles of Association”	the articles of association of the Company
“associates”	has the meaning ascribed thereto in the GEM Listing Rules
“Board”	the board of Directors
“Company”	China Digital Licensing (Group) Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed thereto in the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Employee(s)”	any full time or part time employee(s) (including any executive and non-executive Director) of the Group
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Latest Practicable Date”	13 April 2010, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Participants”	(i) any employees (including without limitation any executive Director) of the Company and/or any of its subsidiaries; (ii) any non-executive directors (including independent non-executive directors) of the Company and/or any of its subsidiaries; and (iii) any consultant, supplier or customer of the Company and/or any of its subsidiaries
“Prospectus”	the prospectus of the Company dated 13 February 2003
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the relevant resolution granting such mandate
“SFO”	the Hong Kong Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.05 each in the issued and unissued share capital of the Company
“Shareholder(s)”	holder/holders of the Shares
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 24 January 2003
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Pang Hong Tao
Mr. Hsu Tung Sheng
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

Registered Office:

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

Principal place

of business in Hong Kong:

Unit 1601, Ruttonjee Hosue
Ruttonjee Centre
11 Duddell Street
Central, Hong Kong

15 April 2010

To the Shareholders

Dear Sir or Madam,

**PROPOSED GENERAL MANDATES TO ISSUE
AND REPURCHASE SHARES,
PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT,
PROPOSED AMENDMENTS TO SHARE OPTION SCHEME,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,
AND NOTICE OF ANNUAL GENERAL MEETING**

A. INTRODUCTION

The purpose of this circular is to provide you with information regarding certain resolutions to be proposed at the forthcoming AGM of the Company including (i) ordinary resolutions relating to the grant of general mandates to the Directors for the issue of Shares and the repurchase of its Shares; (ii) ordinary resolution relating to the re-election of the retiring Directors; (iii) ordinary resolution relating to the approval of refreshment of the 10% Scheme Mandate Limit on grant of options under the Share Option Scheme; and (iv) ordinary resolution relating to the approval of the proposed amendments to Share Option Scheme.

LETTER FROM THE BOARD

B. PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed that the Directors be given a general mandate to allot, issue and deal with Shares up to a limit equal to 20% of the issued share capital of the Company at the date of passing of such resolution. Another ordinary resolution will be proposed to increase the limit of this 20% by the number of any Shares repurchased by the Company up to a maximum of 10% of the issued share capital of the Company at the date of passing of the relevant resolution.

As at the Latest Practicable Date, the number of issued Shares of the Company was 2,071,585,643. Assuming no Shares are repurchased or issued before the date of passing of the ordinary resolution giving a general mandate to issue new Shares of the Company, the maximum number of Shares to be issued is 414,317,128 Shares.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general mandate to repurchase its own Shares on GEM. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the issued share capital of the Company in issue on the date of passing of the relevant resolution.

As at the Latest Practicable Date, the number of issued Shares of the Company was 2,071,585,643. Assuming no Shares are repurchased or issued before the date of passing of the ordinary resolution giving a general mandate to repurchase Shares of the Company, the maximum number of Shares to be repurchased is 207,158,564 Shares.

Each of the general mandates would continue in force until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law of the Cayman Islands or the Articles of Association to be held; or
- (c) the date on which any such mandate is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

C. EXPLANATORY STATEMENT

An explanatory statement containing all relevant information relating to the Repurchase Mandate and pursuant to the GEM Listing Rules, in particular Rule 13.08, is set out in Appendix One to this circular. The information in the explanatory statement is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolutions relating to the Repurchase Mandate.

LETTER FROM THE BOARD

D. RE-ELECTION OF RETIRING DIRECTORS

In accordance with the Articles of Association, Mr. Kwok Chi Sun, Vincent, Mr. Wong Tak Shing and Mr. Hsu Tung Sheng shall retire from their offices at the AGM and, being eligible, offer themselves for re-election.

Details of the aforesaid Directors who are proposed to be re-elected at the AGM are set out in Appendix Two to this circular.

E. PROPOSED REFRESHMENT OF SCHEME MANDATE LIMIT

The Company adopted the Share Option Scheme by way of written resolution of the Shareholders on 24 January 2003. Under the rules of the Share Option Scheme:–

- (i) the total number of Shares subject to options granted under the Share Option Scheme and any other share option schemes of the Group shall not exceed 10% of the Shares in issue upon completion of the placing and the capitalization issue (as referred to in the Prospectus);
- (ii) the Company may seek Shareholders' approval to renew the Scheme Mandate Limit. However, the Scheme Mandate Limit as renewed shall not exceed 10% of the Shares in issue as at the date of the aforesaid Shareholders' approval. Options previously granted under the Share Option Scheme and any other share option schemes (including those outstanding, cancelled, lapsed in accordance with the Share Option Scheme or exercised options) will not be counted for the purpose of calculating the Scheme Mandate Limit as renewed. A circular must be sent to Shareholders in connection with the meeting at which their approval will be sought;
- (iii) the Company may seek separate approval of the Shareholders in general meeting to grant options beyond the Scheme Mandate Limit to Participants specifically identified by the Company before the aforesaid Shareholders' meeting where such approval is sought; and
- (iv) the overall limit on the number of Shares which may be issued upon the exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other option schemes of the Group must not in aggregate exceed 30% of the total number of Shares in issue from time to time.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Directors were only authorized to grant options to subscribe for up to 136,507,508 shares under the existing Scheme Mandate Limit which was refreshed on 2 June 2009, i.e. 10% of the issued share capital of the Company of 1,365,075,080 Shares. As at the Latest Practicable Date, under the Share Option Scheme, (i) 50,000,000 share options and 80,000,000 share options were granted to Directors and employees respectively on 16 December 2009. The granting of options to the Directors had been complied with the Rule 23.04(1) of the GEM Listing Rules. As at the Latest Practicable Date, 130,000,000 share options were exercised, none of the grantees has been granted with options which exceed the limit of 1% of the issued capital of the Company as set out in Rule 23.03 of the GEM Listing Rules. In this connection, the Company could only make a further grant of share options to subscribe for 6,507,508 shares to the Participants as at the Latest Practicable Date. As at the Latest Practicable Date, there were no outstanding share options. In addition, the Company has not granted any share options to subscribe for 6,507,508 Shares as at the Latest Practicable Date. If the refreshment of the existing Scheme Mandate Limit is approved at the AGM, share options to subscribe for 6,507,508 Shares will be lapsed accordingly.

Set out below are the particulars regarding the share options since the approval of the existing Scheme Mandate Limit (unless otherwise specified):

	Number of Shares regarding the Options
Granted:	130,000,000
Exercised:	130,000,000
Cancelled:	0
Lapsed:	0
Outstanding (in respect of share options granted from the date of approval of the existing Scheme Mandate Limit):	0
Outstanding (cumulative in respect of share options granted since the adoption of the Share Option Scheme):	0
Unused existing Scheme Mandate Limit	6,507,508

The Directors consider that the Company should renew the Scheme Mandate Limit so that the Company could have more flexibility to provide incentive to Participants by way of granting options to them. If the refreshment of the existing Scheme Mandate Limit is approved at the AGM based on the 2,071,585,643 Shares in issue as at the Latest Practicable Date, and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Directors will be able to grant share options up to a total of 207,158,564 Shares, representing 10% of the issued share capital of the Company as at the date of the AGM.

LETTER FROM THE BOARD

The proposed renewal of the Scheme Mandate Limit will be conditional upon the passing of ordinary resolution of the AGM and the Listing Committee of GEM granting the listing of, and the permission to deal in, such number of Shares, representing 10% of the Shares in issue as at the date of AGM, which may fall to be allotted and issued pursuant to the exercise of share options granted under the renewed Scheme Mandate Limit. Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the share options to be granted under the refreshed Scheme Mandate Limit.

Other than the existing Scheme Mandate Limit and the refreshment of the existing Scheme Mandate Limit, the Company has no other share option scheme in force. The Directors consider that the renewal of the Scheme Mandate Limit is in the interests of the Group and the Shareholders as a whole because it enables the Company to reward and motivate its employees and other selected Participants under the Share Option Scheme. The refreshment of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme and is in compliance with Rule 23.03 and 23.04 of the GEM Listing Rules. After the refreshment of the existing Scheme Mandate Limit, the overall limit on the number of Shares which may be issued upon the exercise of all outstanding share options granted and yet to be exercised under the Share Option Scheme and any other option schemes of the Group must not in aggregate exceed 30% of the total number of Shares in issue from time to time. No share options will be granted under any schemes of the Company if this will result in the 30% limit being exceeded.

F. PROPOSED AMENDMENTS TO SHARE OPTION SCHEME

In order to allow the Board to have more flexibility in the administration of the Share Option Scheme, the Board proposes to amend the Share Option Scheme in the following manners:

(i) Amendments to Eligible Persons

Original definition of Eligible Persons of the Share Option Scheme:

“means any full-time employee of the Company or of any Subsidiary, (excluding any employee of the Company of any of subsidiary who is contracted to work for less than forty hours a week (excluding meal breaks) in that capacity), any executive director and non-executive director of the Company or of any Subsidiary and their respective associates and “Eligible Persons” shall be construed accordingly;”

Proposed amendment to the definition of Eligible Persons of the Share Option Scheme:

By deleting the original definition of Eligible Persons and replacing by the new definition of Eligible Persons “means (i) any employee (including without limitation any executive director) of the Company and/or any of its Subsidiaries; (ii) any non-executive director (including independent non-executive director) of the Company and/or any of its Subsidiaries; or (iii) any consultant, supplier or customer of the Company and/or any of its Subsidiaries and “Eligible Persons” shall be construed accordingly;”

LETTER FROM THE BOARD

In view of the above, the Board proposes, among other things, an ordinary resolution approving the proposed amendments to the definition of Eligible Persons of the Share Option Scheme be passed at the AGM. To the extent that the Directors are aware having made all reasonable enquiries, none of the Shareholders is required to abstain from voting for the said ordinary resolution.

G. ANNUAL GENERAL MEETING

A notice of the AGM to be held at Unit 1601, Ruttonjee House, Ruttonjee Centre, Central, 11 Duddell Street, Hong Kong on Friday, 14 May 2010 at 10:30 a.m. is set out on pages 17 to 20 of this circular.

A form of proxy for the AGM is enclosed with this circular. Whether or not you intend to present at the AGM, you are requested to complete the form of proxy and return it to the branch share registrar of the Company in Hong Kong, Tricor Standard Limited at 26/F., Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the AGM. The completion of a form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting in person.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, all the resolutions proposed to be approved at a general meeting must be taken by poll. An announcement will be made by the Company after the AGM on the result of the AGM.

H. SHAREHOLDERS ABSTAIN FROM VOTING

There is no Shareholder who is materially interested in (i) the general mandates to issue and repurchase Shares of the Company; (ii) the refreshment of Scheme Mandate Limit; and (iii) the proposed amendments to the Share Option Scheme, and therefore none of the Shareholders shall abstain from voting in respect of the proposed resolutions on these mandates.

I. RESPONSIBILITY STATEMENT

This circular, 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 Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this circular is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

LETTER FROM THE BOARD

J. RECOMMENDATION

The Directors consider that the general mandate to issue Shares, the refreshment of Scheme Mandate Limit and the proposed amendments to the Share Options Scheme (as for the reason of recognise the significant contributions of the Participants to the growth of the Group and/or to motivate and encourage the Participants to continue and improve their performance and efficiency), general mandate to repurchase Shares (for the sake of enhancing the net asset value per Share and/or earnings per Share) and the re-election of Directors are all in the interests of the Company and its Shareholders and so recommend all Shareholders to vote in favour of the resolutions to be proposed at the forthcoming AGM.

Yours faithfully,
By order of the Board
Pang Hong Tao
Chairman

This is an explanatory statement given to all Shareholders relating to the resolution to be proposed at the AGM authorizing the Repurchase Mandate. It contains all the relevant information required pursuant to Rule 13.08 of the GEM Listing Rules which is set out as follows:

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,071,585,643 Shares of HK\$0.05 each.

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 207,158,564 Shares equivalent to 10% of the issued share capital of the Company. The repurchased Shares will be cancelled and the Company's issued share capital will be reduced accordingly by the nominal value of the Shares repurchased.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate will provide the Company the flexibility to make such repurchases when appropriate and beneficial to the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the relevant time, lead to an enhancement of the net asset value per Share of the Company and/or earnings per Share.

3. FUNDING OF REPURCHASES

Repurchase of Shares will be funded out of funds legally available for such purpose in accordance with the Articles of Association, the applicable laws and regulations of the Cayman Islands and the GEM Listing Rules.

There might be a material adverse impact on the working capital or the gearing position of the Group as compared with the position disclosed in the audited financial statements for the year ended 31 December 2009, being the date to which the latest published audited financial statements of the Company were made up, in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Group or on the gearing positions which in the opinion of the Directors are from time to time appropriate for the Group.

4. SHARE PRICES

The highest and lowest prices at which Shares have been traded on GEM in each of the past twelve months preceding the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2009		
March	0.069	0.050
April	0.119	0.063
May	0.128	0.080
June	0.109	0.087
July	0.105	0.077
August	0.129	0.083
September	0.140	0.115
October	0.210	0.120
November	0.202	0.172
December	0.215	0.170
2010		
January	0.275	0.195
February	0.249	0.199
March	0.420	0.200
April (up to the Latest Practicable Date)	0.570	0.375

5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the GEM Listing Rules, the applicable laws of Hong Kong, the Articles of Association and any applicable laws of the Cayman Islands.

None of the Directors nor, to the best of the knowledge and belief of the Directors having made all reasonable enquires, any of the associates of any of the Directors has any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company.

As at the Latest Practicable Date, no connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorized to make repurchases of Shares.

6. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the register maintained by the Company under Section 336 of the SFO, the following interests in the Shares were recorded:

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Mr. Lau Kim Hung, Jack (<i>Note 1</i>)	416,698,238	20.11%	22.35%
Manciple Enterprises Limited (<i>Note 1</i>)	395,698,238	19.10%	21.22%
Ms. Chan Yiu Kan, Katie (<i>Note 1</i>)	416,698,238	20.11%	22.35%
Mr. Hsu Tung Chi (<i>Note 2</i>)	485,424,349	23.43%	26.04%
Daily Technology Company Limited (<i>Note 2</i>)	344,202,127	16.62%	18.46%
Ms. Chuang Meng Hua (<i>Note 2</i>)	485,424,349	23.43%	26.04%

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. Mr. Lau is also deemed to be interested in 15,000,000 Shares owned by Eagle Strategy Limited, which is wholly and beneficially owned by Mr. Lau.

Ms. Chan Yiu Kan Katie ("Ms. Chan"), the wife of Mr. Lau, is personally interested in 6,000,000 Shares. Being spouses, Mr. Lau and Ms. Chan are deemed to be interested in their respective shareholding in the Company under the SFO.

2. Mr. Hsu Tung Chi beneficially owns 19,000,000 Shares. Daily Technology Company Limited ("Daily Technology") is beneficially owned as to 98% by Mr. Hsu Tung Chi. Daily Technology beneficially owns 58,000,000 Shares. Under the SFO, Mr. Hsu Tung Chi is deemed to be interested in 58,000,000 Shares.

According to the sale and purchase agreement entered into among Cheer Plan Limited (“Cheer Plan”), a wholly owned subsidiary of the Company, Mr. Hsu Tung Chi and Mr. Hsu Tung Sheng on 5 May 2008, subject to the fulfillment of certain conditions, the Company will allot a maximum of 222,222,222 convertible notes to Mr. Hsu Tung Chi. During the reporting year, 100,000,000 convertible notes were redeemed by the Company. As at the Latest Practicable Date, there were 122,222,222 convertible notes outstanding.

Pursuant to the agreement entered into among Cheer Plan and Daily Technology on 8 October 2009, the Company has allotted 286,202,127 convertible notes to Daily Technology. Under the SFO, Mr. Hsu is deemed to be interested in 286,202,127 convertible notes.

Ms. Chuang Meng Hua is deemed to be interested in the aforesaid Shares and convertible notes of the Company by virtue of her being the spouse of Mr. Hsu Tung Chi.

In the event that the Directors shall exercise in full the Repurchase Mandate, the total interests of the above Shareholders would be increased to approximately the respective percentages shown in the last column above. The Directors are not aware of such increase would give rise to an obligation for it to make a general offer for the Shares under Rules 26 and 32 of the Takeovers Code. As at the Latest Practicable Date, none of the shareholders or a group of shareholders acting in concert (within the meaning under the Code), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Code.

Save as aforesaid and as at the Latest Practicable Date, the Directors were not aware of any consequence which the exercise in full of the Repurchase Mandate would have under the Takeovers Code. However, the Company may not repurchase Shares which would result in the amount of Shares held by the public being reduced to less than 25%.

7. SHARE REPURCHASE MADE BY THE COMPANY

No Shares were repurchased by the Company, whether on the GEM or otherwise, in the last six months prior to the Latest Practicable Date.

Set out below are details of the Directors who are proposed to be re-elected at the AGM:

MR. KWOK CHI SUN (“MR. KWOK”)

Mr. Kwok, Vincent, aged 47, a member of the audit committee and remuneration committee of the Company, is a sole proprietor of Vincent Kwok & Co. and is a Certified Public Accountant. He is also an independent non-executive director of five other listed companies in Hong Kong, i.e. Shun Ho Resources Holdings Limited, Shun Ho Technology Holdings Limited, Magnificent Estates Limited, Emperor Capital Group Limited and Palmpay China (Holdings) Limited, the former four names companies are listed on main board of the Stock Exchange while the last named company is listed on GEM of the Stock Exchange.

Mr. Kwok has entered into a letter of appointment with the company for a term of one year commencing on 30 May 2007 and continuing thereafter until terminated by either party giving each other not less than one month’s notice in writing. Mr. Kwok is entitled to a fixed director’s emolument of HK\$60,000 per annum which is determined by the Board from time to time. In the financial year ended 31 December 2009, Mr. Kwok received a director’s emolument of HK\$60,000.

Kwok does not have any interest in the Shares or underlying Shares within the meaning of Part XV of the SFO. Mr. Kwok is not connected with any Directors, senior management, substantial shareholders or controlling Shareholders of the Company.

Other than disclosed above, there is no matter that need to be brought to the attention of the holders of securities if the Company and there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules.

MR. WONG TAK SHING (“MR. WONG”)

Mr. Wong, aged 47, was appointed as an independent non-executive Director on 15 December 2009, 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 the SFO. 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.

Other than disclosed above, there is no matter that need to be brought to the attention of the holders of securities if the Company and there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules.

MR. HSU TUNG SHENG (“MR. HSU”)

Mr. Hsu, age 42, was appointed as an executive director and chief executive office of the Company on 3 June 2009. holds a bachelor's degree in law from the National Chengchi University (Taiwan) (國立政治大學(台灣)). Mr. Hsu has over 10 years' experience in advisory on management, operation and strategic planning. Mr. Hsu was a consultant of Toyota Tsusho Corporation (“Toyota Tsusho”) and participated in numerous large investment projects for Toyota Tsusho. Mr. Hsu has built up a good relationship with enterprises in Japan. Mr. Hsu will be responsible for marketing, management function and business operation of the copyright management and digital licensing business of the Group.

Mr. Hsu has entered into a letter of appointment with the Company for an initial term of one year commencing on 3 June 2009, which will continue thereafter until being terminated by either party by giving not less than one month's notice. His emolument in connection with his position as an executive Director and chief executive officer is HK\$10,000 per month with reference to market terms, qualifications and work experience of Mr. Hsu, plus a discretionary year-end bonus to be determined by the Board from time to time.

Save as being the executive director and chairman of Palmpay China Holdings Limited, a company listed on the GEM, Mr. Hsu did not hold any directorship or other major appointments in any other listed public companies in the last three years immediately prior to the date of appointment as an executive director of the Company. Save as being the director of Cheer Plan Limited, a wholly owned subsidiary of the Company, Mr. Hsu does not hold any other positions in the Group. Save as being the younger brother of Ms. Hsu Ying Mei who is currently a director of Cheer Plan Limited, Mr. Hsu does not have any relationship with any directors, senior management, management shareholders,

substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules). Mr. Hsu is personally interested in 19,000,000 Shares as at the Latest Practicable Date. Save for the 19,000,000 Shares, Mr. Hsu has no other interests in Shares or underlying Shares which is within the meaning of Part XV of the SFO.

Other than disclosed above, there is no matter that need to be brought to the attention of the holders of securities if the Company and there is no information to be disclosed pursuant to any of the requirements of Rule 17.50(2) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE IS HEREBY GIVEN THAT the annual general meeting of the shareholders (“**Shareholders**”) of China Digital Licensing (Group) Limited (the “**Company**”) will be held at Unit 1601, Ruttonjee House, Ruttonjee Central, 11 Duddell Street, Central, Hong Kong, on Friday, 14 May 2010 at 10:30 a.m. for the following purposes:

1. to receive and consider the audited financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company and its subsidiaries for the year ended 31 December 2009;
2. to re-elect the retiring Directors, namely Mr. Kwok Chi Sun, Vincent, Mr. Wong Tak Shing and Mr. Hsu Tung Sheng and to authorize the board of Directors (the “**Board**”) to fix their remuneration;
3. to re-appoint auditors and to authorize the Directors to fix their remuneration; and as special business, to consider and, if though fit, pass the following proposed resolutions numbered 4 to 7 as Ordinary Resolutions of the Company:

ORDINARY RESOLUTIONS

4. **THAT:**
 - (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on The Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (“**Shares**”) in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
 - (b) the approval in paragraph (a) of this resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;

NOTICE OF ANNUAL GENERAL MEETING

(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the grant or exercise of any option under the Share Option Scheme of the Company or any other option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/ or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares in accordance with the Articles of Association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing warrants of the Company or any existing securities of the Company which carry rights to subscribe for are convertible into shares of the Company, shall not exceed the aggregate of:

- (i) 20% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution; and
- (ii) (if the Directors are so authorized by a separate ordinary resolution of the Shareholders) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of passing of this resolution).

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose of this resolution:

- (aa) “Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum and articles of association of the Company, or any other applicable laws of the Cayman Islands to be held; and
 - (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the authority given to the Directors by this resolution.

NOTICE OF ANNUAL GENERAL MEETING

(bb) “Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the register on a fixed record date in proportion to their shareholdings (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange applicable to the Company).

5. **THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined in resolution 4(d)(aa)) of all powers of the Company to purchase its Shares on the GEM or any other stock exchange on which the Shares may be listed and recognized by the Securities and Futures Commission (“SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purpose of this resolution, “Relevant Period” shall have the same meaning as in resolution no. 4(d)(aa).

6. **THAT** conditional upon the resolutions set out in resolutions 4 and 5 of the notice convening this meeting being passed, the general mandate granted to the Directors to allot, issue and deal with additional Shares pursuant to the said resolution under item 4 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of Shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors pursuant to the said resolution under resolution 5, provided that the amount of Shares so repurchased by the Company shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the passing of this resolution.

NOTICE OF ANNUAL GENERAL MEETING

7. **THAT** subject to and conditional upon the Listing Committee of GEM granting the listing of, and permission to deal in, such number of fully paid Shares which may fall to be allotted and issued pursuant to the exercise of the options which may be granted under the share option schemes adopted by the Company on 24 January 2003 (the “Share Option Scheme”) and any other share option schemes of the Company, representing 10% of the issued share capital of the Company as at the date on which this resolution is passed, the existing scheme mandate limit in respect of the grant of share options under the Share Option Scheme be renewed provided that the total number of Shares which may be issued upon the exercise of all options to be granted under the Share Option Scheme and any other option schemes of the Company shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution.
8. **“THAT** the share option scheme adopted by the Company on 24 January 2003 (the “Share Option Scheme”) be and is hereby amended in the following manners:

By deleting the original definition of Eligible Persons and replacing by the new definition of Eligible Persons “means (i) any employee (including without limitation any executive director) of the Company and/or any of its Subsidiaries; (ii) any non-executive director (including independent non-executive director) of the Company and/or any of its Subsidiaries; or (iii) any consultant, supplier or customer of the Company and/or any of its Subsidiaries and “Eligible Persons” shall be construed accordingly;”

By order of the Board
Pang Hong Tao
Chairman

Hong Kong, 15 April 2010

Registered Office:

Celedonian Bank & Trust Limited
Caledonian House
P.O. Box 1043
George Town
Grand Cayman
Cayman Islands

Principal place of business in Hong Kong:

Unit 1601, Ruttonjee House
Ruttonjee Centre, 11 Duddell Street
Central, Hong Kong

Notes:

1. A Shareholder entitled to attend and vote at the meeting is entitled to appoint a person or persons as his proxy or proxies to attend and, in the event of a poll, vote in his stead. A proxy need not be a Shareholder of the Company.
2. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority must be deposited with the Company’s Hong Kong branch share registrar, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai not less than 48 hours before the time of the meeting or any adjourned meeting.
3. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the meeting and in such event, the instrument appointing a proxy shall be deemed to be revoked.