

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**COMPLETION OF SUBSCRIPTION OF NEW SHARES
AND
PRIVATE PLACING OF NON-LISTED WARRANTS**

The Board is pleased to announce that completion of the Share Subscription and Warrant Subscription took place on 2 September 2010 in accordance with the terms of the Share Subscription Agreements and Warrant Placing Agreements. An aggregate of 310,500,000 Warrants has been issued at the Warrant Issue Price and an aggregate of 103,500,000 Placing Shares had been allotted and issued at the Placing Price of HK\$0.273 to the Subscribers.

Reference is made to the announcement of the Company dated 10 August 2010 (the “**Announcement**”) in relation to the subscription of up to 103,500,000 Placing Shares and private placing of up to 310,500,000 non-listed Warrants. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise stated.

The Board is pleased to announce that completion of the Share Subscription and Warrant Subscription took place on 2 September 2010 in accordance with the terms of the Share Subscription Agreements and Warrant Placing Agreements.

An aggregate of 310,500,000 Warrants has been issued at the Warrant Issue Price and an aggregate of 103,500,000 Placing Shares had been allotted and issued at the Placing Price of HK\$0.273 to the Subscribers.

The shareholding structure of the Company upon completion of the Share Subscription and Warrant Subscription is as follows:

Shareholders	Immediately after the completion of the Share Subscription and Warrant Subscription (assuming none of the subscription rights attaching to the Warrants are exercised)		Immediately after full exercise of the subscription rights attaching to the Warrants	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Manciple Enterprises (<i>Note 1</i>)	412,698,238	18.97%	412,698,238	16.61%
Eagle Strategy Limited (<i>Note 1</i>)	15,000,000	0.69%	15,000,000	0.60%
Mr. Lau Kim Hung, Jack (<i>Note 1</i>)	<u>4,500,000</u>	<u>0.21%</u>	<u>4,500,000</u>	<u>0.18%</u>
Subtotal	432,198,238	19.87%	432,198,238	17.39%
The First Subscriber and the First Guarantor	25,000,000	1.15%	100,000,000	4.02%
The Second Subscriber and the Second Guarantor	58,050,000	2.67%	223,050,000	8.97%
The Third Subscriber and the Third Guarantor	<u>26,605,000</u>	<u>1.22%</u>	<u>97,105,000</u>	<u>3.91%</u>
Subtotal	109,655,000	5.04%	420,155,000	16.90%
Mr. Pang Hong Tao (<i>Note 2</i>)	42,800,000	1.97%	42,800,000	1.72%
Mr. Hsu Tung Sheng (<i>Note 2</i>)	19,000,000	0.87%	19,000,000	0.77%
Mr. Ma She Shing, Albert (<i>Note 2</i>)	28,870,000	1.33%	28,870,000	1.16%
Ms. Au Shui Ming, Anna (<i>Note 2</i>)	<u>54,500,000</u>	<u>2.51%</u>	<u>54,500,000</u>	<u>2.19%</u>
Subtotal	145,170,000	6.68%	145,170,000	5.84%
Public Shareholders	<u>1,488,062,405</u>	<u>68.41%</u>	<u>1,488,062,405</u>	<u>59.87%</u>
Total	<u><u>2,175,085,643</u></u>	<u><u>100.00%</u></u>	<u><u>2,485,585,643</u></u>	<u><u>100.00%</u></u>

Notes:

1. Manciple Enterprises Limited (“Manciple”) is wholly and beneficially owned by Mr. Lau Kim Hung, Jack (“Mr. Lau”). Manciple beneficially owns 412,698,238 Shares. Under the SFO, Mr. Lau is deemed to be interested in 412,698,238 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 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. Mr. Pang Hong Tao is an executive Director and chairman of the Company. Mr. Hsu Tung Sheng is an executive Director and chief executive officer of the Company. Ms. Au Shui Ming, Anna is an executive Director and Mr. Ma She Shing, Albert is a non-executive Director.

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

Hong Kong, 2 September 2010

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, Mr. Kwok Chi Sun, Vincent and Mr. Wong Tak Shing.

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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive; and there are no other matters the omission of which would make any statement in this announcement misleading.

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.