

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 26 October 2010.

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 of issued share capital of the Company</u>
Manciple Enterprises Limited	412,698,238	18.97%
Mr. Lau Kim Hung, Jack	432,198,238	19.87%
Ms. Chan Yiu Kan Katie	432,198,238	19.87%
Eagle Strategy Limited	15,000,000	0.69%

Note:

Manciple Enterprises Limited (“**Manciple**”) and Eagle Strategy Limited (“**Eagle Strategy**”), both are wholly and beneficially owned by Mr. Lau Kim Hung, Jack (“**Mr. Lau**”). Manciple and Eagle Strategy beneficially own 412,698,238 shares and 15,000,000 shares respectively. Under the SFO, Mr. Lau is deemed to be interested in the shares owned by these two companies. 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.

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	:	2,175,085,643
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

Stock code	:	Not applicable
Board lot size (in number of warrants)	:	Not applicable
Expiry date	:	2 September 2013
Exercise price	:	HK\$0.272 (subject to adjustment)
Conversion ratio (Not applicable if the warrant is denominated in dollar value of conversion right)	:	Not applicable
No. of warrants outstanding	:	310,500,000
No. of shares falling to be issued upon the exercise of outstanding warrants	:	310,500,000

E. OTHER SECURITIES

Number of share options granted and outstanding	:	—
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:

Hsu Tung Sheng

Ma She Shing, Albert

Pang Hong Tao, Peter

Lee Kun Hung

Wong Tak Shing

Kwok Chi Sun, Vincent

Au Shui Ming, Anna