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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)

**APPOINTMENT OF EXECUTIVE DIRECTOR;
RESIGNATION AND REDESIGNATION OF CHAIRMAN;
AND
RESIGNATION OF NON-EXECUTIVE DIRECTOR**

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce that Mr. Hsu Tung Chi will be appointed as an executive Director and chief executive officer of the Company with effect from 1 February 2011.

RESIGNATION AND REDESIGNATION OF CHAIRMAN

The Board wishes to announce that Mr. Pang Hong Tao will resign as chairman of the Company with effect from 1 February 2011 but Mr. Pang will remain as an executive Director after the resignation. Mr. Hsu Tung Sheng will be redesignated as chairman of the Company and will resign as chief executive director of the Company with effect from 1 February 2011.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board also wishes to announce that Mr. Ma She Shing, Albert will resign as non-executive Director with effect from 1 February 2011.

APPOINTMENT OF EXECUTIVE DIRECTOR

The board (the “Board”) of the directors (“Directors”) of China Digital Licensing (Group) Limited (the “Company”) together with its subsidiaries (the “Group”) is pleased to announce that Mr. Hsu Tung Chi will be appointed as an executive Director and chief executive officer of the Company with effect from 1 February 2011.

Mr. Hsu Tung Chi

Mr. Hsu Tung Chi, aged 42, holds a bachelor's degree in Economics from Fu Jen Catholic University (輔仁大學) in Taiwan. Mr. Hsu Tung Chi has over ten years' experience in advisory on management, operation and strategic planning.

Save for being directors of four subsidiaries of the Group, namely Far Glory Limited, Great Wave Limited, Sky Asia Investment Limited and 北京聯易匯眾科技有限公司 (unofficial English name as Beijing LianYiHuiZhong Technology Company Limited), Mr. Hsu Tung Chi does not hold any other positions in the Company or any of its subsidiaries. Save for being directors of an executive director of Palmpay China (Holdings) Limited, of which shares are listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "GEM"), he 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.

Mr. Hsu Tung Chi has entered into a letter of appointment with the Company for an initial term of one year commencing on 1 February 2011, 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 is HK\$10,000 per month which was determined with reference to market terms, qualifications and work experience of Mr. Hsu Tung Chi, plus a discretionary year-end bonus to be determined by the Board from time to time. Mr. Hsu Tung Chi 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 memorandum and articles of association of the Company.

Save for being the younger brother of Mr. Hsu Tung Sheng, who is currently an executive Director of the Company and directors of four subsidiaries of the Group and younger brother of Ms. Hsu Ying Mei, who is currently a director of Cheer Plan Limited, a subsidiary of the Group, Mr. Hsu Tung Chi 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 Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the "GEM Listing Rules")).

Save for being interested in 60,070,000 shares, 15,000,000 share options and 408,424,349 convertible securities of the Company, Mr. Hsu Tung Chi has no other interests in shares or underlying shares of the Company which is within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO") as at the date of this announcement.

Save as disclosed above, there are no other matters about Mr. Hsu Tung Chi's appointment as an 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.

RESIGNATION AND REDESIGNATION OF CHAIRMAN

The Board wishes to announce that Mr. Pang Hong Tao will resign as chairman of the Company with effect from 1 February 2011 but Mr. Pang will remain as an executive Director after the resignation. Mr. Hsu Tung Sheng will be redesignated as chairman of the Company and will resign as chief executive director of the Company with effect from 1 February 2011.

Mr. Pang Hong Tao, Peter

Mr. Pang Hong Tao, Peter (“Mr. Pang”), aged 41, holds a bachelor’s degree in economics from Nankai University, the PRC and a master degree in economics from Renmin University of China. Mr. Pang is the chairman of Finance Committee of ShanDong-HongKong SME Association. He is a member of Chinese Institute of Certified Public Accountants, China Appraisal Society, Shan Dong Certified Consultant Expert Society and China Enterprise Risk Management Society. Mr. Pang has over ten years of experience in financial management, risk management, financial budgeting and corporate finance. He has worked as a chief accountant in an international five-star hotel, the deputy general manager in a management consultancy company and a partner in a Certified Public Accountants firm. Mr. Pang is currently the partner and deputy general manager of a Certified Public Accountants firm in the PRC.

Save as being directors of seven subsidiaries of the Group, namely Rise Assets Limited, Cheer Plan Limited, Wonder Link Limited, Start Bright Limited, Huge Step Management Limited, Smart Education Company Limited and Palm Learning Company Limited, Mr. Pang does not hold any other positions in the Group. Mr. Pang is not connected with any directors, senior management, management shareholders, substantial shareholders or controlling shareholders of the Company (within the meaning of the GEM Listing Rules).

Save for being interested in 42,800,000 shares and 8,000,000 share options of the Company, Mr. Pang has no other interests in shares or underlying shares of the Company which is within the meaning of Part XV of the SFO as at the date of this announcement.

Save as previously acted as an independent non-executive director of Ming Kei Holdings Limited, of which shares are listed on the GEM, Mr. Pang did not hold any positions in the Company and did not hold any directorships in any other listed companies on the Stock Exchange and any other stock exchange in the three years preceding the date of this announcement.

Mr. Pang has entered into a letter of appointment with the Company for a term of one year commencing on 11 July 2007 and will continue thereafter until terminated by either party by giving each other not less than one month’s notice in writing. Mr. Pang is entitled to a fixed emolument of HK\$240,000 per annum which is determined after arm’s length negotiation between both parties with reference to his duties and responsibilities with the Company plus a year-end discretionary bonus to be determined by the Board from time to time.

Mr. Hsu Tung Sheng

Mr. Hsu Tung Sheng, aged 43, holds a bachelor's degree in law from the National Chengchi University (Taiwan) (國立政治大學(台灣)). Mr. Hsu Tung Sheng has over 10 years' experience in advisory on management, operation and strategic planning. Mr. Hsu Tung Sheng was a consultant of Toyota Tsusho Corporation ("Toyota Tsusho") and participated in numerous large investment projects for Toyota Tsusho. Mr. Hsu Tung Sheng has built up a good relationship with various enterprises in Japan. Mr. Hsu Tung Sheng will be responsible for marketing, management function and business operation of the copyright management and digital licensing business of the Group.

Mr. Hsu Tung Sheng 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 Tung Sheng, plus a discretionary year-end bonus to be determined by the Board from time to time.

Save as acted as an executive director of Palmpay China Holdings Limited, of which shares are listed on the GEM, Mr. Hsu Tung Sheng 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 directors of four subsidiaries of the Group, namely Cheer Plan Limited, Far Glory Limited, Great Wave Limited, Sky Asia Investment Limited, Mr. Hsu Tung Sheng 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 and elder brother of Mr. Hsu Tung Chi, who is directors of four subsidiaries of the Group, namely Far Glory Limited, Great Wave Limited, Sky Asia Investment Limited and 北京聯易匯眾科技有限公司 (unofficial English name as Beijing LianYiHuiZhong Technology Company Limited), Mr. Hsu Tung Sheng 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).

Save for being interested in 19,000,000 shares and 15,000,000 share options of the Company as at the date of this announcement, Mr. Hsu Tung Sheng has no other interests in Shares or underlying Shares which is within the meaning of Part XV of the SFO.

RESIGNATION OF NON-EXECUTIVE DIRECTOR

The Board also wishes to announce that Mr. Ma She Shing, Albert ("Mr. Ma") will resign as non-executive Director with effect from 1 February 2011 as Mr. Ma wants to devote more time for personal or business affairs which do not compete with the business of the Company. Mr. Ma has confirmed with the Board that there are no matters regarding to his retirement and resignation which need to be brought to the attention of the Shareholders.

GENERAL

The Board would like to take this opportunity to express its warmest welcome to Mr. Hsu Tung Chi and its appreciation to Mr. Ma for his contributions to the Company during his terms of services.

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

Hong Kong, 31 January 2011

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.