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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)

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

The Directors intend to put forward to the Shareholders a proposal to amend the Memorandum and Articles in order to bring the Memorandum and Articles in line with current amendments made to the GEM Listing Rules that came or would come into effect on 1 January 2012 and 1 April 2012 and to conform with the Companies Law (2011 Revision) of the Cayman Islands.

The amendments to the Memorandum and Articles are subject to approval of the Shareholders by way of passing special resolutions to be proposed at the EGM.

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY**

The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) has amended the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the “**GEM Listing Rules**”) relating to, among other things, the memorandum and articles of association (the “**Memorandum and Articles**”) of China Digital Licensing (Group) Limited (the “**Company**”) or equivalent constitutional documents of listed issuers. The amendments to the GEM Listing Rules came or would come into effect on 1 January 2012 and 1 April 2012.

Accordingly, the directors (the “**Directors**”) of the Company propose to seek the approval of the shareholders of the Company (the “**Shareholders**”) by way of special resolutions for the amendments to the Memorandum and Articles at the extraordinary general meeting of the Company (the “**EGM**”), so as to bring the Memorandum and Articles in line with current amendments made to the GEM Listing Rules and to conform with the Companies Law (2011 Revision) of the Cayman Islands.

A circular containing further information in respect of the proposed amendments to the Memorandum and Articles and a notice of EGM will be despatched to the Shareholders as soon as practicable.

By order of the Board  
**China Digital Licensing (Group) Limited**  
**Hsu Tung Sheng**  
*Chairman*

Hong Kong, 6 March 2012

*As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Hsu Tung Sheng, Mr. Hsu Tung Chi, Mr. Pang Hong Tao and Ms. Au Shui Ming, Anna and three independent non-executive Directors, namely, Mr. Wong Tak Shing, Mr. Lee Kun Hung and Mr. Kwok Chi Sun, Vincent.*

*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 Company. 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 herein or this announcement misleading.*

*This announcement will remain on the “Latest Company Announcements” page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from the date of its posting and the Company’s website at [www.chinadigitallic.com](http://www.chinadigitallic.com).*