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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, 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 the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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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  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company to be held at Unit 1601, 16/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong (the “**EGM**”) on 30 March 2012 at 3:00 p.m. is set out on pages 6 to 16 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

8 March 2012

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## CHARACTERISTICS OF GEM

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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 Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the 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

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

“Articles”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors
“Company”	China Digital Licensing (Group) Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the Stock Exchange
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be convened on 30 March 2012 to consider and, if thought fit, approve, among others, the proposed amendments to the Memorandum and Articles set out in the Notice
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM
“Group”	the Company and all of its subsidiaries from time to time
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	6 March 2012, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“Notice”	the notice convening the EGM as set out on pages 6 to 16 of this circular
”Share(s)”	ordinary share(s) of HK\$0.05 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s) from time to time
“substantial shareholder”	has the same meaning ascribed to it in the GEM Listing Rules

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## DEFINITIONS

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“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Hsu Tung Sheng (*Chairman*)  
Mr. Hsu Tung Chi  
Mr. Pang Hong Tao  
Ms. Au Shui Ming, Anna

*Independent non-executive Directors:*

Mr. Wong Tak Shing  
Mr. Lee Kun Hung  
Mr. Kwok Chi Sun, Vincent

*Registered office:*

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

*Head office and principal place of  
business in Hong Kong:*

Unit 1601, 16/F, Ruttonjee House  
Ruttonjee Centre  
11 Duddell Street, Central  
Hong Kong

8 March 2012

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the EGM relating to the amendments to the existing Memorandum and Articles and the adoption of a new set of Memorandum and Articles consolidating all of the proposed amendments referred to in the Notice and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings (the “New Memorandum and Articles”).

#### **PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES AND ADOPTION OF NEW MEMORANDUM AND ARTICLES**

The Stock Exchange has amended the GEM Listing Rules relating to, among other things, the memorandum and articles of association 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

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## LETTER FROM THE BOARD

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2012. Accordingly, the Directors propose to seek the approval of the Shareholders by way of special resolutions for the amendments to the existing Memorandum and Articles and the adoption of the New Memorandum and Articles at the EGM, so as to bring the constitution of the Company in line with current amendments made to the GEM Listing Rules and to conform with the Companies Law (2011 Revision) of the Cayman Islands. Details of the amendments to the existing Memorandum and Articles are set out in the Notice.

The effects of the proposed amendments to the existing Memorandum and Articles are summarised as follows:

1. to introduce new code provision in the Corporate Governance Code as set out in Appendix 15 of the GEM Listing Rules regarding the length of notice of general meetings;
2. to empower the Company to use the Company's website and electronic means for corporate communications;
3. to empower the Company to issue summarized financial statements and English or Chinese version of corporate communications;
4. all resolution at general meetings of the Company shall be decided by poll other than resolution which relates purely to a procedural or administrative matter as may be permitted under the GEM Listing Rules to be voted on by a show of hands;
5. to require a physical board meeting in lieu of written resolutions where a Director or substantial shareholder has a conflict of interest in a matter to be considered by the Board which the Board has determined to be material;
6. to no longer permit a Director to disregard 5% interests when considering whether the Director has a material interest which would prevent him from forming part of the quorum or voting at board meeting;
7. to update the authorised share capital as set out in the memorandum of association of the Company. The Company increased its authorised share capital from HK\$100,000,000 divided into 2,000,000,000 shares of HK\$0.05 to HK\$200,000,000 divided into 4,000,000,000 shares of HK\$0.05 each by an ordinary resolution passed on 17 December 2009; and
8. to update all references of the Companies Law of the Cayman Islands in the existing Memorandum and Articles to "Companies Law (2011 Revision)".

Details of the amendments to the existing Memorandum and Articles are set out in the Notice.

The legal advisers to the Company as to Hong Kong laws and laws of the Cayman Islands have respectively confirmed that the proposed amendments comply with the requirements of the GEM Listing Rules and do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the proposed amendments for a Cayman Islands company listed on the Stock Exchange.

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## LETTER FROM THE BOARD

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Shareholders are advised that the Memorandum and Articles are available only in English and the Chinese translation of the amendments to the Memorandum and Articles provided in the Notice in Chinese is for reference only. In case of any inconsistency, the English version shall prevail.

### **EGM**

The Notice convening the EGM to be held at Unit 1601,16/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on 30 March 2012 at 3:00 p.m. is set out on pages 6 to 16 of this circular. Special resolutions will be proposed at the EGM to approve, among other things, the amendments to the existing Memorandum and Articles.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Hong Kong branch share registrar of the Company, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

All the resolutions proposed to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

### **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 the information contained in this circular 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 circular misleading.

### **RECOMMENDATION**

The Directors consider that the proposed amendments to the existing Memorandum and Articles and the adoption of the New Memorandum and Articles are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolutions to be proposed at the EGM.

### **GENERAL**

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the special resolutions to be proposed at the EGM.

Yours faithfully  
For and on behalf of the Board of  
**China Digital Licensing (Group) Limited**  
**Hsu Tung Sheng**  
*Chairman*



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## NOTICE OF EGM

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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)**

#### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Digital Licensing (Group) Limited (the “**Company**”) will be held at Unit 1601,16/F, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on 30 March 2012 at 3:00 p.m., to consider and, if thought fit, pass with or without amendments, the following resolutions as special resolutions:

#### **SPECIAL RESOLUTIONS**

1. “**THAT** the memorandum and articles of association of the Company (the “**Memorandum and Articles**”) be amended in the following manner:
  - (a) **Memorandum**
    - (i) By deleting the phrase “(2002 Revision)” and substituting therefor “(2011 Revision)” in the heading on page 1 of the memorandum of association of the Company, and in paragraphs 3, 4 and 6 of the memorandum of association of the Company.
    - (ii) By deleting the words “HK\$20,000,000 divided into 2,000,000,000 shares of nominal or par value of HK\$0.01 each” after the words “share capital of the Company is” in the first line of existing clause 6 of the Memorandum and substituting therefor with “HK\$200,000,000 divided into 4,000,000,000 shares of nominal or par value of HK\$0.05 each”;
    - (iii) By deleting the existing paragraphs 7 and 8 of the memorandum of association of the Company and substituting therefor with the following:

“7. If the Company is registered as an exempted company as defined in the Companies Law, it shall have the power, subject to the provisions of the Companies Law and with the approval of a special resolution, to continue as a body incorporated under the laws of any jurisdiction outside of the Cayman Islands and to be de-registered in the Cayman Islands.”

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## NOTICE OF EGM

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- (c) By deleting the phrase “Companies Law (2002 Revision)” and substituting therefor “Companies Law (2011 Revision)” in the heading on page 1 of the articles of association of the Company.

**(b) Article 1(b)**

- (i) By adding the following new definition of “business day” in the existing Article 1(b) after the definition of “Board”:

““Business Day”                    a day on which the HK Stock Exchange generally is open for the business of dealing in securities in Hong Kong. For the avoidance of doubt, where the HK Stock Exchange is closed for any trading session for the business of dealing in securities in Hong Kong on a business day by reason of a Number 8 or higher typhoon signal, black rainstorm warning or other similar event, such day shall for the purposes of these Memorandum and Articles be counted as a business day.”

- (ii) By deleting the definition of “Companies Law” and substituting therefor with the following:–

““Companies Law”                means the Companies Law (2011 Revision) of the Cayman Islands as amended from time to time and every other act, order regulation or other instrument having statutory effect (as amended from time to time) for the time being in force in the Cayman Islands applying to or affecting the Company, the Memorandum of Association and/or the Articles of Association;”

- (iii) By adding the following new definition of “substantial shareholder” in the existing Article 1(b) after the definition of “Subsidiary”:

““Substantial                        the meaning attributed to it in the rules of the Growth  
Shareholder”                        Enterprise Market of the HK Stock Exchange from time  
to time.”

**(c) Article 1(b)**

- (i) By deleting the full stop at the end of existing Article 1(b)(iv) and replacing it with a semi-colon and inserting the word “and” after the semi-colon;

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- (ii) By inserting the following new Article 1(b)(v) after the existing Article 1(b)(iv):
  - “(v) expression referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography and other modes of representing words or figures in a visible form and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Shareholder’s election comply with all applicable laws, rules and regulations; and”
  
- (iii) By inserting the following new Article 1(b)(vi) after the new Article 1(b)(v):
  - “(vi) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”
  
- (iv) By deleting the existing Article 1(c) in its entirety and substituting therefor the following:
  - “(c) At all times during the Relevant Period a resolution shall be a Special Resolution when it has been passed by a majority of not less than 3/4 of votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the case of such Shareholders which are corporations, by their respective duly authorised representative or by proxy at a general meeting of which notice has been duly given pursuant to Article 65, specifying (without prejudice to the power contained in the Articles to amend the same) the intention to propose the resolution as a Special Resolution, has been duly given.”
  
- (v) By deleting the existing Article 1(d) in its entirety and substituting therefor the following:
  - “(d) A resolution shall be an ordinary resolution when it has been passed by a simple majority of such Shareholders as, being entitled to do so, vote in person or by proxy or in the case of any Shareholder being a corporation, by its duly authorised representative or by proxy at a general meeting held in accordance with these Articles and of which notice has been duly given pursuant to Article 65.”

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**(d) Article 6**

By deleting “2,000,000,000 Shares of HK\$0.01” in the third line of Article 6 and substituting therefor with “4,000,000,000 Shares of HK\$0.05” respectively.

**(e) Article 17(d)**

By inserting the words

“or by any means in such manner as may be accepted by the HK Stock Exchange” after “any newspaper in accordance with the requirements of the HK Stock Exchange” in the third line of existing Article 17(d).”

**(f) Article 39**

By deleting the existing Article 39 in its entirety and substituting therefor the following:

“39. Subject to the Companies Law, all transfers of Shares shall be effected by transfer in any manner permitted by and in accordance with the rules of the HK Stock Exchange or by an instrument of transfer in the usual or common form prescribed by the HK Stock Exchange or in any other form approved as the Board may accept and may be under hand or, if the transferor or transferee is a Clearing House (or its nominee(s)), under hand or by machine imprinted signature or by such other means of execution as the Board may approve from time to time.”

**(g) Article 65**

By deleting the existing Article 65 in its entirety and substituting therefor the following:

“65. An annual general meeting shall be called by notice of not less than twenty-one (21) clear days and not less than twenty (20) clear Business Days and any extraordinary general meeting at which the passing of a special resolution is to be considered shall be called by notice of not less than twenty-one (21) clear days and not less than ten (10) clear Business Days. All other extraordinary general meetings may be called by notice of not less than fourteen (14) clear days and not less than ten (10) clear Business Days. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day, the hour and the agenda of the meeting and particulars of the resolutions to be considered at that meeting and in case of special business (as defined in Article 67), the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are under these Articles,

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## NOTICE OF EGM

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entitled to receive such notices from the Company, provided that a meeting of the Company, if permitted by the rules of the HK Stock Exchange, may be called by shorter notice if it is so agreed:

- (a) in the case of a meeting called as an annual general meeting, by all the Shareholders entitled to attend and vote thereat; and
- (b) in the case of any other meeting, by a majority in number of the Shareholders having the right to attend and vote at the meeting, being a majority together holding not less than 95% in nominal value of the Shares giving that right.”

**(h) Article 70**

By inserting “in person (or in the case of a Shareholder being corporation, is present by its duly authorized representative) or by proxy and entitled to vote” after “then the Shareholders present” in the ninth line of existing Article 70.

**(i) Article 72**

By deleting the existing Article 72 in its entirety and substituting with the following:

- “72. (1) A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Shareholder present in person (or being a corporation, is present by a duly authorised representative) or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Shareholders; and (ii) relate to the duties of the chairman of the meeting to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views.
- (2) Where voting by a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:
- (a) by at least two Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy for the time being entitled to vote at the meeting; or

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- (b) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (c) by a Shareholder or Shareholders present in person (or in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Shareholder.”

**(j) Article 73**

By deleting the first sentence “Unless a poll be so demanded and not withdrawn” and subtitling therefor the following “Where a resolution is voted on by a show of hands” in the first line of the existing Article 73.

**(k) Article 79**

By deleting the existing Article 79 in its entirety and substituting therefor with the following:

“79. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of Shares, at any general meeting on a show of hands every Shareholder who is present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy shall (save as provided otherwise in this Article) have one (1) vote, and on a poll every Shareholder present in person (or, in the case of a Shareholder being a corporation, by its duly authorised representative) or by proxy, shall have one vote for every Share of which he is the holder which is fully paid or credited as fully paid (but so that no amount paid or credited as paid on a Share in advance of calls or instalments shall be treated for the purposes of this Article as paid on the Share). On a poll a Shareholder entitled to more than one vote need not use all his votes or cast all his votes in the same way. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a Shareholder which is a Clearing House (or its nominee(s)), each such proxy shall have one vote on a show of hands.”

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**(l) Article 92**

By deleting the existing Article 92(b) in its entirety and substituting with the following:

“(b) Where a Shareholder is a Clearing House (or its nominee(s) and, in each case, being a corporation), it may (subject to Article 93) authorise such persons as it thinks fit to act as its representative or representatives at any meeting of the Company or at any meeting of any class of Shareholders provided that if more than one person is so authorized, the authorisation shall specify the number and class of Shares in respect of which each such representative is so authorised. A person so authorised pursuant to the provisions of this Article shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) as if such person was the registered holder of the Shares of the Company held by the Clearing House (or its nominee(s)) in respect of the number and class of Shares specified in the relevant authorisation including, where a show of hands is allowed, the right to vote individually on a show of hands.”

**(m) Article 93**

By deleting the words “or poll” after the words “the meeting or adjourned meeting” in the seventeenth line of the existing Article 93(b).

**(n) Article 107**

(i) By deleting “, if his interest in such contract or arrangement is material, declare the nature of his interest at the earliest meeting of the Board at which it is practicable for him to do so, either specifically or by way of a general notice stating that, by reason of the facts specified in the notice, he is to be regarded as interested in any contracts of a specified description which may subsequently be made by the Company.” in the existing Article 107(a) and inserting “disclose the nature of his interest in any contract or arrangement in which he is interested in accordance with Articles 107(d) herein.”

(ii) By deleting paragraph (iii) of Article 107(c) in its entirety and substituting with the following:

“(iii) [INTENTIONALLY DELETED]”.

(iii) By re-numbering the existing Article 107(d) as Article 107(e).

(iv) By re-numbering the existing Article 107(e) as Article 107(f).

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(v) By inserting the following new Article 107(d) after the existing Article 107(c):–

“107(d). A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company shall declare the nature of his interest at the meeting of the Board at which the question of entering into the contract or arrangement is first considered, if he knows his interest then exists, or in any other case at the first meeting of the Board after he knows that he is or has become so interested. For the purposes of this Article, a general notice to the Board by a Director to the effect that:

- (a) he is a member or officer of a specified company or firm and is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with that company or firm; or
- (b) he is to be regarded as interested in any contract or arrangement which may after the date of the notice be made with a specified person who is connected with him;

shall be deemed to be a sufficient declaration of interest under this Article in relation to any such contract or arrangement, provided that no such notice shall be effective unless either it is given at a meeting of the Board or the Director takes reasonable steps to secure that it is brought up and read at the next Board meeting after it is given.”

**(o) Article 134**

By inserting the words “or by electronic mail or” before the words “or by telex or telegram or facsimile transmission” in the sixth line of the existing Article 134.

**(p) Article 175**

(i) By inserting the words “Subject to Article 175(c),” at the beginning of the first line of and by deleting the word “Every” and substituting therefor with “every” in the first line of the existing Article 175(b).



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- (ii) By adding the following new Articles 175(c) and 175(d) after the existing Article 175(b):

“175(c). To the extent permitted by and subject to due compliance with all applicable laws, rules and regulations, including, without limitation, the rules of the HK Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Article 175(b) shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the laws, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and contain the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.”

“175(d). The requirement to send to a person referred to in Article 175(b) the documents referred to in that provision or a summary financial report in accordance with Article 175(c) shall be deemed satisfied where, in accordance with all applicable laws, rules and regulations, including, without limitation, the rules of the HK Stock Exchange, the Company publishes copies of the documents referred to in Article 175(b) and, if applicable, a summary financial report complying with Article 175(c), on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.”

**(q) Article 180**

By deleting the existing Article 180 in its entirety and substituting therefor the following:

“180. Any notice or document (including any “corporate communication” within the meaning ascribed thereto under the rules of the HK Stock Exchange), whether or not, to be given or issued under these Articles from the Company to a Shareholder shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such notice and document may be served or delivered by the Company on or to any Shareholder (a) either personally or by sending it through the post in a prepaid envelope addressed to such Shareholder at his registered address as appearing in the Register or at any other address supplied by him to the Company, (b) for documents other than share

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certificates, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the notice being duly received by the Shareholder or may also be served by advertisement in the Newspapers in accordance with the requirements of the HK Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the HK Stock Exchange, and giving to the Shareholder a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability may be given to the Shareholder by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders."

**(r) Article 182**

- (i) By re-numbering the existing Article 182(d) as Article 182(f).
- (ii) By inserting the following new Article 182(d) and Article 182 (e) after the existing Article 182(c):

"(d) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A notice placed on the Company's website or the website of the HK Stock Exchange is deemed given by the Company to a Shareholder on the day following that on which a notice of availability is deemed served on the Shareholder."

"(e) A notice may be given to a Shareholder either in the English language or the Chinese language, subject to due compliance with all applicable laws, rules and regulations."

- 2. **"THAT** the Memorandum and Articles in the form of the document marked "A" and produced to this meeting and for the purpose of identification signed by the chairman of this meeting, which consolidates all of the proposed amendments referred to in Resolution 1 above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings be approved and adopted as the new Memorandum and Articles in substitution for and to the exclusion of the existing Memorandum and Articles with immediate effect."

Yours faithfully  
For and on behalf of the Board of  
**China Digital Licensing (Group) Limited**  
**Hsu Tung Sheng**  
*Chairman*

Hong Kong, 8 March 2012

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## NOTICE OF EGM

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*Registered office:*

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

*Head office and principal place of  
business in Hong Kong:*

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

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and to vote on his behalf. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon must be deposited with the Company's branch share registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish, and in such event, the instrument appointing the proxy shall be deemed to be revoked.
5. Any voting of the meeting should be taken by poll.