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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)

### **RESULTS OF THE ANNUAL GENERAL MEETING AND APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER**

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by way of poll at the AGM held on 2 June 2009.

The Board also wishes to announce that Mr. Hsu Tung Sheng will be appointed as an executive Director and chief executive officer of the Company with effect from 3 June 2009.

The Board is pleased to announce that all the resolutions as set out in the notice of annual general meeting (the “AGM”) dated 28 April 2009 (the “Notice”) were duly passed by way of poll at the AGM held on 2 June 2009. Reference is made to the circular incorporating a notice of annual general meeting (the “AGM”) dated 28 April 2009 (the “Circular”) of China Digital Licensing (Group) Limited (the “Company”). Unless otherwise defined herein, terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all the resolutions as set out in the Notice were duly passed by way of poll at the AGM held on 2 June 2009.

As at the date of the AGM, the total number of Shares in issue was 1,365,075,080. There was no Shareholder that was materially interested in any of the proposed resolutions at the AGM, and therefore none of the Shareholder is required to abstain from voting in respect of the relevant resolutions.

Accordingly, the total number of Shares entitling the Shareholders to attend and vote in respect of the relevant resolutions at the AGM was 1,365,075,080. There were no Shares in respect of which their holders were entitled to attend and vote only against any of the relevant resolutions at the AGM.

The Company's share registrar and transfer office in Hong Kong, Tricor Standard Limited, was appointed as the scrutineer at the AGM for the purpose of the vote-taking. The results of the poll are as follows:

Ordinary Resolutions		Number of votes (Percentage of total number of votes)	
		For	Against
1.	To receive and consider the audited financial statements and reports of the directors (the "Directors") and auditors of the Company for the year ended 31 December 2008.	686,237,244 100%	0 0%
2.	(a) To re-elect Mr. Hsu William Shiu Foo as an independent non-executive Director.	686,237,244 100%	0 0%
	(b) To re-elect Mr. Lee Kun Hung as an independent non-executive Director.	686,237,244 100%	0 0%
3.	To authorize the board of Directors (the "Board") to fix the remuneration of the Directors.	686,237,244 100%	0 0%
4.	To re-appoint auditors and to authorize the Board to fix their remuneration.	686,237,244 100%	0 0%
5.	To give a general mandate to the Board to issue additional new Shares.	686,237,244 100%	0 0%
6.	To give a general mandate to the Board to repurchase Shares of the Company.	686,237,244 100%	0 0%
7.	To extend the general mandate granted to the Board to issue additional Shares.	686,237,244 100%	0 0%
8.	To consider and approve the refreshment of the 10% scheme mandate limit on grant of options under the share option scheme.	686,237,244 100%	0 0%

## APPOINTMENT OF EXECUTIVE DIRECTOR AND CHIEF EXECUTIVE OFFICER

The Board also wishes to announce that Mr. Hsu Tung Sheng ("Mr. Hsu") will be appointed as an executive Director and chief executive officer of the Company with effect from 3 June 2009.

### Mr. Hsu Tung Sheng

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

Mr. Hsu 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, plus a discretionary year-end bonus to be determined by the Board from time to time. Mr. Hsu 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 articles of association of the Company.

Save as being the executive director and chairman of Palmpay China Holdings Limited, a company listed on the GEM, Mr. Hsu 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 the director of Cheer Plan Limited, a wholly owned subsidiary of the Company, Mr. Hsu 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, Mr. Hsu 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).

Mr. Hsu is personally interested in 13,000,000 share options (the "Share Options") of the Company as at the date of this announcement. Save for the 13,000,000 Share Options, Mr. Hsu has no other interests in Shares or underlying Shares which is within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

## **GENERAL**

Save as disclosed above, there are no other matters about Mr. Hsu's appointment as an executive Director which are required to be disclosed pursuant to Rule 17.50(2) paragraphs (h) to (v) of the GEM Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company. The Board would like to take this opportunity to express its warmest welcome to Mr. Hsu.

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

Hong Kong, 2 June 2009

*As at the date of this announcement, the executive Directors are Mr. Pang Hong Tao and Ms. Au Shui Ming, Anna. The non-executive Director is Mr. Ma She Shing, Albert. The independent non-executive Directors are Mr. Hsu William Shiu Foo, 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 Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*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](http://www.chinadigitallic.com).*