



# 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)

### Form of Proxy for Annual General Meeting

I/We<sup>1</sup> \_\_\_\_\_  
of<sup>1</sup> \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ share(s) of HK\$0.05 each (“Share(s)”) in the issued share capital of China Digital Licensing (Group) Limited (the “Company”) hereby appoint<sup>3</sup> the Chairman of the annual general meeting (“Meeting”) of the Company or \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote on my/our behalf at the Meeting to be held at Unit 1601, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Tuesday, 2 June 2009, at 11:00 a.m. and at any adjournment thereof as directed below, or if no such indication is given, as my/our proxy thinks fit.

Please tick (“✓”) in the appropriate box to indicate how you wish your vote(s) to be cast on a poll.

	Ordinary Resolutions	For <sup>4</sup>	Against <sup>4</sup>
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.		
2.	(A) To re-elect Mr. Hsu William Shiu Foo as an independent non-executive Director.		
	(B) To re-elect Mr. Lee Kung Hung as an independent non-executive Director.		
3.	To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors.		
4.	To re-appoint auditors and to authorize the Board to fix their remuneration.		
5.	To give a general mandate to the Board to issue additional new Shares.		
6.	To give a general mandate to the Board to repurchase Shares of the Company.		
7.	To extend the general mandate granted to the Board to issue additional Shares.		
8.	To consider and approve the refreshment of the 10% scheme mandate limit on grant of options under the share option scheme.		

Date: \_\_\_\_\_

Signature(s)<sup>5</sup>: \_\_\_\_\_

**Notes:**

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITAL LETTERS**.
2. Please insert the number of ordinary shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to be related to all ordinary Shares registered in your name(s).
3. Any shareholder entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy. Please delete the words “the Chairman of the annual general meeting (“Meeting”) of the Company or” and insert the name and address of the person appointed as your proxy in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS SET OUT ABOVE, PLEASE TICK (“✓”) THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK (“✓”) THE BOX MARKED “AGAINST”.** Failure to tick either box will entitle your proxy to cast your vote or abstain at his/her discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by the appointor, or his/her attorney duly authorized in writing, or if such appointor be a corporation, either under its common seal or under the hand of an officer, attorney or other person so authorized.
6. In the case of joint registered holders, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
7. In order to be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Standard Limited at 26/F, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not later than 48 hours before the time of the meeting or any adjournment thereof.
8. Any alterations made in this proxy form should be initialed by the person who signs it.
9. Completion and return of this form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.