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If you have sold or otherwise transferred all of your Ordinary Shares please forward this Document and the accompanying Form of Proxy at once to the purchaser or transferee or to the stockbroker or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. If you have sold or transferred only part of your holding in Ordinary Shares you should retain this Document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

The Directors, whose names appear on page 7 of this Document, accept responsibility for all the information contained herein. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and does not omit anything likely to affect the import of such information.

The distribution of this Document in jurisdictions other than the UK may be restricted by law and therefore persons into whose possession this Document comes should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This Document should be read as a whole. Your attention, in particular, is drawn to Part II of this Document which sets out and describes certain risk factors that you should consider carefully when deciding whether or not to vote in favour of the Resolutions proposed at the General Meeting.

DIGITAL LEARNING MARKETPLACE PLC

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05212388)

**Company Voluntary Arrangement
Disposal
Adoption of Investing Policy
Board Appointments
Change of Name
Notice of General Meeting**

Your attention is drawn to the letter from the Chairman of the Company, which is set out in Part I of this Document, recommending you vote in favour of the Resolutions to be proposed at the General Meeting.

Notice of a General Meeting to be held at 11.30 a.m. at the offices of the Digital Learning Marketplace Plc, 31 Lombard Street, London, EC3V 9BQ, on 3 December 2012 is set out at the end of this Document. A Form of Proxy for holders of Ordinary Shares for use at the General Meeting accompanies this Document and, to be valid, must be completed and returned to the Company at, 31 Lombard Street, London, EC3V 9BQ, as soon as possible but in any event received not later than 11.30 a.m. on 30 November 2012 or 48 hours before any adjourned meeting.

A summary of the action to be taken by Shareholders is set out on page 16 of this Document and in the General Meeting Notice. Completion and return of the Form of Proxy will not prevent you from attending and voting in person at the General Meeting.

IMPORTANT INFORMATION

Forward looking statements

Certain statements in this Document constitute “forward looking statements”. Forward looking statements include statements concerning the plans, objectives, goals, strategies and future operations and performance of the Company and the assumptions underlying these forward looking statements. The Company uses the words “anticipates”, “estimates”, “expects”, “believes”, “intends”, “plans”, “may”, “will”, “should”, “could” and any similar expressions to identify forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other important factors that could cause the Company’s actual results, performances or achievements to be materially different from any future results, performances or achievements expressed or implied by such forward looking statements. Such forward looking statements are based on numerous assumptions regarding present and future business strategies and the environment in which the Company will operate in the future. These forward looking statements speak only as at the date of this Document. The Company is not obliged, and does not intend, to update or to revise any forward looking statements, whether as a result of new information, future events or otherwise except to the extent required by any applicable law or regulation. All subsequent written or oral forward looking statements attributable to the Company, or persons acting on behalf of the Company, are expressly qualified in their entirety by the cautionary statements contained throughout this Document. As a result of these risks, uncertainties and assumptions, a prospective investor should not place undue reliance on these forward looking statements.

Financial data

Certain figures contained in this Document, including financial, statistical and operating information, have been subject to rounding adjustments. Accordingly, in certain circumstances, the sum of the numbers in a column or row in a table contained in this Document may not conform exactly to the total figure given for that column or row.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Despatch of this Document	15 November 2012
Latest time and date for receipt of Forms of Proxy	11.30 a.m. on 30 November 2012
Creditors' meeting to approve CVA	10.30 a.m. on 3 December 2012
General Meeting	11.30 a.m. on 3 December 2012

Notes

1. References to time in this Document are to London time unless otherwise stated.
2. If any of the above times or dates should change, the revised times and/or dates will be notified to Shareholders by an announcement on an RNS.
3. All events in the above timetable following the General Meeting are conditional upon approval by the Shareholders of the Resolutions.

ISSUE STATISTICS AND SHARE CAPITAL

Existing Ordinary Shares	2,149,077
Gross proceeds of the Loan Note Subscription	£250,000
Shares issuable to Loan Note holders (assuming full conversion)	40,000,000
Shares issuable to creditors under the CVA	6,694,546
Enlarged Share Capital (on Completion of the CVA and assuming that the Loan Notes have not been converted)	8,843,623
Number of warrants and options in issue immediately following the issue of the Loan Notes	1,494,308
Fully diluted enlarged share capital	50,337,931

DEFINITIONS

The following definitions apply throughout this Document unless the context requires otherwise:

“Act”	the Companies Act 2006 as amended including the regulations made under the Act;
“AIM”	the market of that name operated by the London Stock Exchange;
“AIM Rules”	the AIM Rules for Companies, incorporating guidance notes, published by the London Stock Exchange governing, inter alia, admission to AIM and the continuing obligations of companies admitted to trading on AIM, as amended or reissued from time to time;
“Articles”	the articles of association of the Company;
“Asia-Pacific”	an area consisting of all the countries of Asia and Australasia
“Board Appointments”	the appointments of Cheong Yee Chan, Hui Jie Lim and Gregory Collier to the Board;
“Change of Name”	the change of name of the Company to Shidu Capital Plc;
“Company” or “DLM”	Digital Learning Marketplace plc (incorporated and registered in England and Wales with registered number 05212388) whose registered office is at 31 Lombard Street, London EC3V 9BQ;
“Completion”	completion of the Proposals;
“Consideration”	means £45,000 in cash and royalty of 10 per cent on any income received by the Purchaser from sales relating to its exploitation of these assets during the one year period from the date of the sale agreement being the total consideration for the Disposal;
“Continuing Directors”	the Proposed Directors and Angus Forrest;
“Conversion Price”	0.625 pence (£0.00625) per new Ordinary Share
“Creditors”	existing creditors of the Company, including those creditors of other members of the Group that are to be treated as creditors of the Company under the terms of the CVA;
“Creditors’ Meeting”	the meeting of creditors to be convened at 10:30 a.m. on 3 December 2012 pursuant to the CVA
“CREST Regulations”	the Uncertificated Securities Regulations 2001 (SI 2001 No. 01/3755), as amended;
“CREST”	the relevant system (as defined in the CREST Regulations) for the paperless settlement of share transfers and the holding of shares in uncertificated form operated by Euroclear;
“CVA”	the proposed company voluntary arrangement of the Company as further described in this document;
“Directors” or the “Board”	the directors of the Company whose names are set out on page 7 of this Document;
“Disposal”	the conditional sale of Zenosis and related equipment to the Purchaser pursuant to the Sale Agreement;

“Document” or “Circular”	this document, being a circular to Shareholders and accompanying General Meeting Notice;
“Enlarged Ordinary Share Capital”	the issued ordinary share capital of the Company consisting of the new Ordinary Shares in issue following those issued to Creditors under the CVA but before conversion of the Loan Notes;
“Euroclear”	Euroclear UK & Ireland Limited, a company incorporated in England and Wales and the operator of CREST;
“Form of Proxy”	the form of proxy accompanying this Document for use by the Shareholders in relation to the General Meeting;
“General Meeting Notice”	the notice convening the General Meeting which is set out at the end of this Document;
“General Meeting”	the general meeting of the Company, convened by the General Meeting Notice, to be held at 11.30 a.m. at the office of the Company, 31 Lombard Street, EC3V 9BQ, on 3 December 2012, or any adjournment of that meeting, which is being held to consider the Resolutions;
“Group”	the Company and its subsidiaries as at the date of this Document;
“High Court”	the High Court of Justice in England and Wales
“Intellego”	Intellego PDP Limited, a wholly owned subsidiary of the Company currently in liquidation;
“Investing Company”	the meaning given in the glossary to the AIM Rules;
“Investing Policy”	the proposed investing policy of the Company, to be pursued by the Company following Completion, further details of which are set out in paragraph 7 of Part I of this Document;
“Last Practicable Date”	14 November 2012, being the last practicable date prior to the publication of this Document;
“Loan Notes”	the £250,000 zero coupon, unsecured convertible loan notes convertible into new Ordinary Shares in the Company at the Conversion Price, as further described in paragraph 6 of Part I of this Document;
“London Stock Exchange”	London Stock Exchange plc;
“Ordinary Shares”	the existing ordinary shares of 0.01 pence each in the capital of the Company;
“Peterhouse” or “PCF”	Peterhouse Corporate Finance Limited, the Company’s AIM broker
“PIXELearning”	PIXELearning Limited, a wholly owned subsidiary of the Company currently in liquidation;
“Loan Note Subscription”	the subscription of the Loan Notes
“Proposed Directors”	Cheong Yee Chan, Hui Jie Lim and Gregory Collier;
“Proposals”	together the CVA, the Disposal, the Change of Name, the adoption of the Investing Policy as set in this Document, the Loan Note Subscription and the Board Appointments;

“Purchaser”	LeoPink Ltd (incorporated and registered in England and Wales with registered number 07784179) whose registered office is at The Green Datchet, SL3 9AS;
“Resolutions”	the resolutions set out in the General Meeting Notice;
“RIS”	Regulatory Information Service;
“Sale Agreement”	the conditional sale agreement between the Company and the Purchaser, relating to the Disposal, which is more particularly described in paragraph 5 of Part I of this Document;
“Shareholders”	holders of the entire issued ordinary share capital in the Company;
“Shareholders’ CVA Meeting”	a meeting of the Shareholders to consider the CVA to be convened immediately following the Creditors’ Meeting on 3 December 2012
“Sterling” or “£”	the lawful currency of the UK;
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland;
“Warrants”	the warrant which is exercisable over 3 per cent of the Company’s issued share capital from time to time which is to be issued to PCF conditional on the Proposals being approved by Shareholders at the GM;
“Zenosis”	intellectual property of the Company which is subject to the Disposal.

PART I

LETTER FROM THE CHAIRMAN

DIGITAL LEARNING MARKETPLACE PLC

(Incorporated and registered in the England and Wales under the Companies Act 1985 with registered number 05212388)

Directors:

Angus Forrest (Chairman)
Bruce Leith (Director)

Registered Office:

31 Lombard Street
London
EC3V 9BQ

15 November 2012

To the holders of Ordinary Shares and for information only to the holders of Options

Dear Shareholder,

**Company Voluntary Arrangement
Disposal
Adoption of Investing Policy
Board Appointments
Change of Name
Notice of General Meeting**

1. Introduction

The Company has announced today that it has entered into a conditional sale agreement with the Purchaser, dated 15 November 2012, for the sale of its intellectual property under the brand name Zenosis and related equipment for a cash consideration of £45,000 and royalty of 10 per cent. on any income received by the Purchaser from sales relating to it during the one year period from the date of the Sale Agreement. Completion of the Sale Agreement is conditional upon approval by Shareholders at the General Meeting.

The Company also announced today that Intellego PDP has ceased trading, and that it proposes to enter the Company into a CVA, change its name to **Shidu Capital Plc**, issue the Loan Notes, appoint Cheong Yee Chan, Hui Jie Lim and Gregory Collier to the Board (in conjunction with the resignation of Bruce Leith) and adopt a new Investing Policy pursuant to Rule 15 of the AIM Rules.

The CVA is conditional on both the approval of Shareholders and of Creditors and as such a meeting of Creditors has been convened for 10:30 a.m. on 3 December 2012, immediately following which approval will be sought from Shareholders at the GM.

The purpose of this Document is to provide Shareholders with further information on the Proposals. The Disposal in conjunction with Intellego ceasing to trade will result in the Company becoming an Investing Company, as a consequence of which Rule 15 of the AIM Rules requires the Company to state its Investing Policy in this Document and to obtain approval of the Shareholders of that Investing Policy going forward. Further details of the Investing Policy are set out in paragraph 7 below.

Following approval of the Investing Policy by the Shareholders at the General Meeting, the Company will be required to make an acquisition or acquisitions which constitute a reverse takeover under the AIM Rules or otherwise implement its Investing Policy within 12 months of the General Meeting, failing which, the Company's Ordinary Shares would then be suspended from trading on AIM. If the Company's Investing Policy has not been implemented within 18 months of the General Meeting the admission to trading on AIM of the Ordinary Shares would be cancelled and the Directors will convene a general meeting of the Shareholders to consider whether to continue seeking investment opportunities or to wind up the Company and distribute any surplus cash back to Shareholders.

It was also announced today that the Company's Nominated Adviser has resigned with immediate effect. If the Company has not appointed a replacement Nominated Adviser within one month, the admission of the Ordinary Shares to AIM will be cancelled. Immediately following the completion of the General Meeting, the Company expects to appoint a new Nominated Adviser to the Company, and to request that the suspension of the Ordinary Shares from trading on AIM be lifted.

2. Information on Intellego and Zenosis

Intellego and Zenosis have each been operating for 10 years and were both acquired by DLM in 2008. The other operating companies, namely PIXELearning Limited, DLM Product Limited and DLM Professional Services Limited, are in the process of being wound up, liquidated or dissolved.

Intellego PDP Limited

Intellego concentrates on creating custom e-learning mostly for the financial services, pharmaceutical and retail industries with some exposure to other industries including aviation. It was formed through the acquisition of three businesses, namely eMedit Ltd, Copia Ltd and The Professional Development Partnership Ltd in 2006, 2007 and 2008 respectively. The sales team is based in London and production is in Newcastle.

Recently the business has been concentrating on a development strategy of partnering with organisations which sell consultancy and training.

The Company was subject to a company voluntary arrangement which was approved by creditors on 27 September 2012.

However, as a result of poor trading results and as part of the process of transforming DLM into an Investing Company, the Directors have placed Intellego PDP into liquidation.

For the six months ended 30 June 2012 the unaudited management accounts attributed a loss of £803,005 on revenues of £105,000 to Intellego. For the nine month period ended 31 December 2011 the unaudited management accounts attributed a loss of £676,168 on revenues of £410,914 to Intellego. As at 30 June 2012 the unaudited net liabilities of Intellego were £1,082,663.

Further information on Intellego can be found on its website, www.intellego.co.uk.

Zenosis

Zenosis is a library of 23 pharmaceutical courses which were acquired by the Company in 2008. The library is used by pharmaceutical companies to establish levels of competence with existing and new employees. The library is sold on a per user annual licence.

For the six months ended 30 June 2012 the unaudited management accounts of the Company attributed revenues of £nil to Zenosis. For the nine months ended 31 December 2011 the unaudited management accounts of the Company attributed revenues of £nil to Zenosis. As of 31 December 2011, being the last audited accounts for the Group, the value of all content modules was £58,414. This figure includes the Zenosis library.

Further information on Zenosis can be found on its website, www.zenosis.com.

3. Background to and reasons for the Disposal and the CVA

One of the principal objectives of the Company's quotation on AIM was to provide it with access to development capital as the business grew.

As explained in recent announcements, while the Board did believe that the opportunity existed to develop a substantial and profitable business for the Company, the Board recognised that in the more demanding current market environment trading was not sufficiently strong to attract development capital, that the prospects of delivering on this opportunity within the public environment and with its

associated cost base are limited and that the major fundraising it hoped to achieve to finance an aggressive expansion based around a buy-and-build strategy had not succeeded.

In the first half of 2012 overheads had been increased significantly to manage the rapid growth of the Company. However, in the absence of the additional funding required to pay the increased business costs, the Board needed to find alternative ways to make the business profitable and therefore undertook several steps to reduce costs which included salary cuts, a company voluntary arrangement of Intellego and the winding up and closing down of subsidiaries, namely Pixelearning Ltd, DLM Products Ltd, DLM Professional Services Ltd and DLM Asia Ltd.

Despite the cost-cutting exercise undertaken by the Board and due, amongst other things, to the lack of forthcoming funding and the chain of events described above, the Company currently has outstanding creditors of approximately £670,000.

As a consequence of the financial position in which the Company finds itself, the Board no longer feels able to justify the continued costs associated with the operations of the Company. Although it was envisaged that all of the assets and liabilities of the Company would be disposed of to a private company which mirrors the current ownership of the Company, it became apparent that the costs and drawbacks of such an exercise would outweigh the benefits to Shareholders.

As announced on 8 October 2012, the Company entered into a subscription agreement with a Financial Services Authority regulated broker on behalf of their clients via Peterhouse Corporate Finance, the Company's brokers, which envisaged raising £250,000 through the Loan Note Subscription.

The key terms of the Loan Notes being:

- Gross proceeds of £250,000;
- Repayable by 30 June 2014;
- Subject to the receipt of any required regulatory approvals, both the Company and Loan Note holders may elect to convert the Loan Notes into Ordinary Shares at any time following the General Meeting at a price of 0.625 pence per Ordinary Share; and
- Assuming full conversion of the Loan Notes and completion of the CVA the holders of the Loan Notes would hold 81.89 per cent. of the then enlarged Share capital.

As a result of the terms of the proposed CVA, the conversion price of the Loan Notes has been adjusted to reflect the value of Ordinary Share to be issued to creditors, subject to approval of the CVA and the Resolutions. The conversion price was adjusted from 2.5p as announced on 8 October to 0.625p.

Any conversion of the Loan Notes is conditional on the number of Ordinary Shares to be issued to a holder of Loan Notes on conversion not resulting in such holder (when aggregated with any interests the Loan Note holder may hold in existing issued Ordinary Shares), being required to make a mandatory bid for all of the Ordinary Shares in the Company under the rules set out in the City Code on Takeovers and Mergers and most particularly under Rule 9 of the City Code on Takeovers and Mergers or any equivalent provision which amends or replaces Rule 9 of the City Code on Takeovers and Mergers.

The Loan Note Subscription has been made on the basis of approval of the Resolutions at the Company's GM. To this end the Company is pleased to report that the Disposal has been achieved conditional only on Shareholder approval.

As announced on 2 November 2012, the Company is proposing to enter into the CVA with its Creditors, the terms of which are set out in paragraph 4 below. If the CVA is approved by Shareholders and Creditors, the Disposal by Shareholders and the Loan Notes are granted, the Company's indebtedness and liabilities will be eliminated and the Company will have the necessary solvency to continue to trade as an Investing Company on AIM. On Completion, the Company will not hold any tangible operating assets or any liabilities other than the Loan Notes going forward. The asset base of the Company will comprise cash of approximately £200,000.

A CVA, if agreed, will allow the Company to avoid liquidation and to remain in existence. This will provide the Proposed Directors an opportunity to reposition the Company into an Investing Company, pursuant to the AIM Rules with an Investing Policy focused on investments in the Asia-Pacific.

If the CVA is not approved, the Directors believe that the only alternative would be for the Company to be placed into liquidation.

4. Terms of the CVA

Under the proposed terms of the CVA, the Creditors will, in aggregate, be offered a total of 6,694,546 new Ordinary Shares, which will be divided on a pro rata basis among the Creditors who make a valid claim as soon as possible and within twelve months of the date of the CVA being approved. The amount owed to Creditors currently stands at approximately £670,000, which means that Creditors should receive approximately 10 new Ordinary Shares for every £1 of debt. However, this is not guaranteed. The new Ordinary Shares to be held by Creditors will represent approximately 75.7 per cent. of the Enlarged Ordinary Share Capital of the Company. It is expected that the CVA will be approved at meetings to be held at 10:30 a.m. on 3 December 2012.

For the avoidance of doubt, Shareholders will retain their Ordinary Shares in the Company and the CVA would not result in any distribution being made to the Shareholders of the Company in their capacity as Shareholders.

The Directors have requested that Antony Batty of Antony Batty & Company LLP, 3 Field Court, Gray's Inn, London, WC1R 5EF acts as Nominee in respect of the proposal of the Directors for the CVA. Mr. Batty has provided his consent to act and his Nominee's Report will be filed at Court as required.

A copy of the Directors' proposal incorporating the Nominee's Report will be available for download from the following website as of 16 November 2012:

URL: <https://www.thecreditorgateway.co.uk/>
Password: dm34sg46tc

Should any Shareholder wish to receive a paper copy of the proposal please contact Antony Batty & Company LLP on 020 7831 1234, or email office@antonybatty.com, or write to the above noted address.

Notices of the Creditors' Meeting and Shareholder CVA Meeting, to be held on 3 December 2012, and a Form of Proxy enabling you to vote at the meetings may be found in the proposal document. Following completion of the Forms of Proxy these should be returned to Company at, 31 Lombard Street, London, EC3V 9BQ, to be received by no later than 11:30 a.m. on 30 November 2012.

Copies of the circular to Creditors containing information on the proposed CVA and accompanying statutory information on the Company including a statement of affairs of the Company as at 31 October 2012 can be downloaded from the website provided above.

Resolution 1 seeks Shareholder approval to the CVA. Due to their interests as creditors of the Company in the outcome of the CVA (as set out below), the Directors will abstain from voting on this Resolution. Set out below are the interest of the Directors:

	Before the CVA		Immediately following the CVA	
	Number	Per cent	Number	Per cent
Angus Forrest	37,020	1.72	1,581,398	17.88
Bruce Leith	12,860	0.60	1,422,390	16.08
Andy Hasoon*	nil	nil	nil	nil
Paul Henry*	nil	nil	320,280	3.62

* acted as a director within the last 12 Months

5. Summary of the Sale Agreement

Pursuant to the Sale Agreement the Company has, subject to Shareholder approval, agreed to sell Zenosis and related equipment to the Purchaser. The Purchaser has agreed to pay £35,000 in cash for Zenosis and an additional £10,000 in cash to purchase related equipment which includes computers. DLM is also entitled to receive a royalty of 10 per cent. on any income received by the Purchaser from sales relating to the exploitation of these assets during the one year period from the date of the Sale Agreement. The royalty is payable in cash quarterly in arrears until 31 December 2013.

The buyer, LeoPink Limited, is a company run by a management team with more than 20 years' experience of starting and growing companies in the training and learning sector.

The proceeds from the Disposal received by the Company will be used by the Company for general working capital purposes.

6. The Loan Notes

PCF has placed £250,000 of zero-coupon Loan Notes which are convertible into 40,000,000 new Ordinary Shares in the Company at the Conversion Price. The issue of the Loan Notes is conditional on approval of the Resolutions and the approval of the CVA at meetings of the Creditors and Shareholders. The net proceeds of the Loan Note Subscription are estimated at approximately £200,000. The Loan Note can be converted at any time following the GM, until 3 December 2015 at the will of the Loan Note holder. The proceeds of the Loan Note Subscription will be used to allow the Company to fulfil its Investing Policy, further details of which are set out in paragraph 7.

Conditional on the Proposals being approved by Shareholders at the General Meeting, the Company has agreed to issue Peterhouse Corporate Finance Limited a warrant which is exercisable over 3 per cent. of the Company's issued share capital from time to time. This Warrant will be exercisable at the Conversion Price until 3 December 2015.

Following completion of the CVA and assuming full conversion under the Loan Note Subscription, the holders of the Loan Notes will, in aggregate, hold approximately 81.89 per cent. of the then enlarged share capital. Further, assuming full conversion of the Loan Notes and if the Warrants are exercised immediately following Completion, the holders of the Loan Notes will, in aggregate, hold approximately 79.46% per cent. of the then enlarged share capital.

Shareholders should be aware that the Loan Note Subscription is conditional upon the passing of all of the Resolutions and the approval of the CVA. If the CVA is not approved or any of the Resolutions are not passed then the Loan Note Subscription will not proceed and the Company will have to consider commencing liquidation proceedings.

7. Proposed Investing Policy

The Company's Investing Policy set out below, is subject to Shareholder approval and will be proposed as Resolution 3 at the General Meeting:

On Completion, the Company will have disposed of or wound up all of its trading businesses and therefore, under Rule 15 of the AIM Rules, it will be re-classified as an Investing Company and will be required to adopt an Investing Policy, which must also be approved by Shareholders.

The Continuing Directors believe that since the onset of the global financial crisis of the late 2000s, the world economy has increasingly been driven by emerging economies, particularly those in Asia, and the role played by advanced economies in the current global economic recovery has become progressively smaller. More advanced economies such as the United States and Europe still face a number of economic challenges in 2012 and it is believed by the Proposed Directors that it will take some time before the global economy recovers to previous levels of growth. However, emerging Asian economies, such as China, India and Association of Southeast Asian Nations, are now

experiencing growth, supported by a significant rise of the middle-class individuals in these economies. The Continuing Directors believe that an opportunity exists to acquire and consolidate holdings in companies operating in these economies, with the intention of creating value for Shareholders.

It is planned that the Company will move its base of operation to Hong Kong, while having a presence in London, Singapore and China. The Company intends the main focus of the investment policy to be on the exploitation of natural resources. This will include both the generation of and trading in minerals and commodities in the emerging and high-growth markets of the world, focusing on Asia-Pacific. This will not preclude the Company from considering investments in suitable projects in other regions and sectors where the Continuing Directors believe that there are high-growth opportunities.

The Company's proposed name, Shidu, means 'ten dimensions' in Chinese and this represents the Company's proposed Asia-centric focus and reflects the different sectors which the Company wishes to explore. Rather than focusing on investments in a single sector, the Continuing Directors will seek to diversify the Company's investment portfolio and make investments into a variety of sectors, so as to minimise sector specific risks and to maximise the benefits from the growth of the Asian economy.

The Continuing Directors see Asia-Pacific as having considerable growth potential for the foreseeable future and many of the prospects they have identified are in this region. The Continuing Directors will focus on early stage investments and believe that any investment target will have at least one of three key components: a strong management team; an innovative product proposal and high growth potential.

It is anticipated that the main driver of success for the Company will be its focus, during the investment screening process, on the management involved in the potential investee companies and the potential value creation that the team of people is capable of realising. The Company intends to be an active investor. Accordingly, where the Continuing Directors feel that an investee company would benefit from their skills and expertise, they may look to seek representation on the board of the investee company.

In the first instance, the new capital available to the Company will be used to locate, evaluate and select the investment opportunities which would offer the greatest potential return for Shareholders in the long term. Once the Continuing Directors have identified the most attractive investments, the Company may require further funds in order to take up these opportunities. It is the intention of the Continuing Directors to undertake further fundraising, if such an opportunity should arise. The Company does not currently intend to fund any investments with debt or other borrowings but may do so if appropriate. Investments may be made in all types of assets falling within the remit of the Investing Policy and there will be no investment restrictions.

The Continuing Directors may consider it appropriate to take an equity interest in any proposed investment which may range from a minority position to 100 per cent. ownership. Proposed investments may be made in either quoted or unquoted companies and structured as a direct acquisition, joint venture or as a direct interest in a project.

The Company will seek investment opportunities which can be developed through the investment of capital or where part of or all of the consideration could be satisfied by the issue of new Ordinary Shares or other securities in the Company. The opportunities would generally have some or all of the following characteristics, namely:

- a majority of their revenue derived from the Asia-Pacific, and strongly positioned to benefit from the region's growth;
- a trading history which reflects past profitability or potential for significant capital growth going forward; and
- where all or part of the consideration could be satisfied by the issuance of new Ordinary Shares or other securities in the Company.

The Continuing Directors believe that their broad collective business experience in the areas of

investment and trading natural resources will assist them in the identification and evaluation of suitable opportunities and will enable the Company to achieve its investing objectives.

New investments will be held for the medium to longer term, although shorter term disposal of any investments cannot be ruled out. There will be no limit on the number of projects into which the Company may invest and the Company's financial resources may be invested in a number of propositions or in just one investment, which may be deemed to be a reverse takeover pursuant to Rule 14 of the AIM Rules. Where the Company builds a portfolio of related assets it is possible that there may be cross-holdings between such assets.

The Continuing Directors believe that the status of the Company as an Investing Company will enable it to fund investments or acquisitions using a mixture of cash, equity and/or debt and intend to actively monitor these investments.

The Company will identify and assess potential investment targets and where it believes further investigation is required, intends to appoint appropriately qualified advisers to assist. The Company will not have a separate investment manager.

The Company intends to deliver Shareholder returns principally through capital growth rather than capital distribution via dividends.

The Directors confirm that, as required by the AIM Rules, they will at each annual general meeting of the Company seek Shareholder approval of its Investing Policy.

Following on from adopting an Investing Policy, the Company will be required to make an acquisition or acquisitions which constitute a reverse takeover under the AIM Rules or otherwise implement its Investing Policy within 12 months of the General Meeting, failing which the Ordinary Shares would then be suspended from trading on AIM. If the Investing Policy has not been implemented within 18 months of the General Meeting the admission to trading on AIM of the Ordinary Shares would be cancelled and the Directors will convene a general meeting of the Shareholders to consider whether to continue seeking investment opportunities or to wind up the Company and distribute any surplus cash back to Shareholders.

The adoption of the Investing Policy will provide the Continuing Directors with the flexibility to actively seek out and acquire new investment opportunities, which the Continuing Directors believe, with the injection of cash from the granting of the Loan Notes, the elimination of Creditors through the CVA and the Company's management expertise, has the potential to create significant value for Shareholders.

8. Future Dividends Policy

The initial focus of the Company will be the achievement of capital growth for Shareholders and therefore the Company will only consider the payment of dividends as and when it is appropriate to do so. As such, it is not possible at this stage to give an indication of the likely level or timing of any future dividends. To the extent that any dividends are paid they will be paid in accordance with any applicable laws and the regulations to which the Company is subject. The amount of the dividends paid to Shareholders will fluctuate according to the levels of profits earned by the Company and will be dependent on sufficient distributable reserves being available to the Company.

9. Board

The Board currently consists of myself, Angus Forrest, as Chairman and Bruce Leith as Executive Director. Subject to the Resolutions being approved, Bruce Leith is to resign from office immediately following the GM.

It is proposed that Cheong Yee Chan, Hui Jie Lim and Gregory Collier are to be appointed to the Board in the positions of Executive Director, Executive Director, and Non-Executive Director

respectively and resolutions to appoint each of them as directors of the Company are to be proposed at the GM.

Cheong Yee Chan (Executive Director- aged 48)

Mr. Chan obtained a Bachelor of Science degree from the College of Business Administration of The University of South Florida in the United States of America. Mr. Chan is experienced in dealing in securities, fund management, corporate management, corporate finance and managing listed investment companies under Chapter 21 of the Listing Rules of the Stock Exchange of Hong Kong.

To date, Mr. Chan is the Executive Director of China Innovation Investment Limited, Bingo Group Holdings Limited, China Investment and Finance Group Limited, and China Investment Development Limited, all companies listed on the Hong Kong Stock Exchange. Mr. Chan is also a Non-Executive Director of Agritrade Resources Limited, listed on the Hong Kong Stock Exchange.

Hui Jie Lim (Executive Director- aged 25)

Mr. Lim graduated from Monash University in Australia with a Bachelor of Business and Commerce degree. Mr. Lim has been involved in several business ventures ranging from training and education, and marketing and advertising, to commodities trading, consumer electronics and information communications technology. Mr. Lim is also an Executive Director of ISDX-quoted Early Equity Plc.

Mr. Lim is currently pursuing his Masters in Business Administration under the EMBA-Global Asia Programme, jointly organised by London Business School, Columbia Business School and University of Hong Kong.

Gregory Collier (Non-Executive Director- aged 51)

Mr. Collier brings 31 years of financial and commercial experience, having been involved in running businesses in contract cleaning, leisure, restaurant, property, and toy distribution. In 1980, Mr. Collier founded 'Office Kleen General Maintenance', a building maintenance and services company which was subsequently acquired by Initial Services (now part of Rentokil Group). In 1986 he founded one of the first paintball leisure centres in the UK and subsequently was a partner in a number of entertainment and fitness ventures, including a Mayfair club and restaurant and a fitness centre in London. More recently he has been involved in a toy distribution business and as Director of ISDX-quoted companies Metroelectric Plc; Imperial Music and Media Plc; Etaireia Investments Plc; and Early Equity Plc.

In addition to the proposed directorships of the Company, the Proposed Directors hold or have held the following directorships (including directorships of companies registered outside England and Wales), or have been partners in the following partnerships within the five years prior to the date of this Document:

Director	Current Directorships/Partnerships	Past Directorships/Partnerships
Cheong Yee Chan	China Innovation Investment Limited Bingo Group Holdings Limited Agritrade Resources Limited China Investment and Finance Group Limited China Investment Development Limited Shidu Capital Plc	Aurum Pacific China Group Limited
Hui Jie Lim	Early Equity Plc Sirius Group Holdings Pte Ltd Shidu Capital Plc	AVVA International Pte Ltd SMUVE International Pte Ltd (Ceased operations)
Gregory Collier	Early Equity Plc Quick Marketing Limited Rick Properties Limited (Live but	Europastry UK Limited (Proposal to strike off) The Bread Store Limited

Receiver Manager on at least one charge)	(Dissolved 28/09/2011)
Imperial Music & Media Plc	Winterway Investments (Dissolved 15/07/09)
Metroelectric Plc	Corplus Limited (Dissolved 01/09/10)
MCM Facilities Management Limited	RQP Limited (Dissolved 24/11/10)
Etaireia Investments Plc	Ego Cars (Dissolved 01/09/2010)
Powabyke EV Limited	Metro Vans Limited (Dissolved 12/10/2011)
Shidu Capital Plc	Park Electric Limited (Dissolved 12/10/2011)
	Metro Cars Limited (Dissolved 03/07/2012)

Gregory Collier was a director and shareholder of The Bread Store Limited, a company incorporated in England and Wales with company number 06239188. He resigned as a director on 30 June 2008 and ceased to be a shareholder on the same day when his entire shareholding was transferred to Mr David Goodger. At the time of his resignation, and the transfer of his shareholding, The Bread Store Limited (at the time named Iver Heath Properties Limited) was a dormant company and had not traded. Subsequent to Mr Collier ceasing to have any interest or control over the affairs of The Bread Store Limited a notice of the appointment of a liquidator was lodged in respect of this company at Companies House on 1 May 2009.

Save as disclosed above, no Proposed Director has:

- had any unspent convictions in relation to indictable offences;
- had a bankruptcy order made against him or entered into an individual voluntary arrangement;
- been a director of any company or been a member of the administrative, management or supervisory body of an issuer or a senior manager of a company or partnership which has been placed in receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or partnership voluntary arrangement, or which entered into any composition or arrangement with its creditors generally or any class of its creditors whilst he was acting in that capacity for that company or within the 12 months after he ceased to so act;
- been a partner in any partnership placed into compulsory liquidation, administration or partnership voluntary arrangement where such director was a partner at the time, or within the 12 months preceding such event;
- been subject to receivership in respect of any asset of such Director or of a partnership of which the Director was a partner at the time, or within 12 months preceding such event; or
- been subject to any official public incriminations or sanctions by any statutory or regulatory authority (including designated professional bodies) nor has such Director been disqualified by a court from acting as a director of a company or from acting as a member of the administrative, management or supervisory bodies of a company, or from acting in the management or conduct of the affairs of any company.

As at the date of this Document none of Cheong Yee Chan, Hui Jie Lim and Gregory Collier hold any Ordinary Shares.

The above information is based upon that supplied to the Company to date and any further disclosures or amendments required under the AIM Rules will be notified in accordance with the AIM Rules.

10. Change of Name

In view of the change in the nature of the business, it is proposed that the Company's name be changed to "Shidu Capital Plc".

The Company's proposed name, Shidu, means 'ten dimensions' in Chinese and this represents the Company's proposed Asia-centric focus.

11. AIM Suspension

Immediately following the completion of the General Meeting, the Company expects to appoint a new Nominated Adviser to the Company, and to request that the suspension of the Ordinary Shares from trading on AIM be lifted.

12. General Meeting

The Notice convening the General Meeting at which the Resolutions will be proposed is set out at the back of this Document. A summary of the Resolutions is set out below. Please note that unless all of the Resolutions are passed the Proposals outlined in this Document will not proceed and the Directors will be forced to implement proposals to put the Company into liquidation.

At the General Meeting, the following Resolutions will be proposed, of which resolutions 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution:

Resolution 1, which will be proposed as an ordinary resolution, seeks approval for the CVA

Resolution 2, which will be proposed as an ordinary resolution, seeks approval for the Disposal in accordance with the terms of the Sale Agreement

Resolution 3, which will be proposed as an ordinary resolution, seeks approval for the proposed Investing Policy

Resolution 4, which will be proposed as an ordinary resolution, seeks approval for Cheong Yee Chan to be appointed to the board of the Company

Resolution 5, which will be proposed as an ordinary resolution, seeks approval for Hui Jie Lim to be appointed to the board of the Company

Resolution 6, which will be proposed as an ordinary resolution, seeks approval for Gregory Collier to be appointed to the board of the Company

Resolution 7, which will be proposed as a special resolution, seeks approval to change the name of the Company to Shidu Capital Plc

13. Action to be taken by Shareholders

A Form of Proxy for use in connection with the General Meeting accompanies this Document. The Form of Proxy should be completed in accordance with the instructions printed thereon and returned to the Company at, 31 Lombard Street, London, EC3V 9BQ, as soon as possible, but in any event so as to be received by 11.30 a.m. on 30 November 2012.

The completion and return of a Form of Proxy will not preclude Shareholders from attending the General Meeting and voting in person, should they so wish. Shareholders who hold their Ordinary Shares through a nominee should instruct the nominee to submit the Form of Proxy on their behalf.

14. Documents available

Copies of this Document will be available to the public, free of charge, at the offices of the Company, 31 Lombard Street, London, EC3V 9BQ, during usual business hours on any weekday (Saturdays, Sundays and public holidays excepted) for one month from the date of this Document. This Document will also be available on the Company's website www.dlmpic.com

Copies of the circular to Creditors containing information on the proposed CVA and accompanying statutory information on the Company including a statement of affairs of the Company as at 31 October 2012 can be downloaded from:

URL: <https://www.thecreditorgateway.co.uk>

Password: dm34sg46tc

15. Board Recommendation

The Directors are significant creditors of the Company, and as such are considered to have a conflict of interest in relation to the CVA, which prevents them from expressing their views of the merits of the CVA. Therefore the Director have decided to abstain from voting on the CVA Resolution. The Board considers the approval of the rest of the Proposals to be in the best interests of the Shareholders as a whole. Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions 2 to 7 to be proposed at the General Meeting, as they intend to do themselves in respect of their own shareholdings.

Yours sincerely,
Angus Forrest
Chairman

PART II

RISK FACTORS

Shareholders should carefully consider all of the information in this Document including the risks below. The Board have identified these risks as material risks, but additional risks and uncertainties not presently known to the Board, or that the Board consider immaterial, may also adversely affect the Company. If any or a combination of the following risks materialise, the Company's business, financial condition and/or performance could be materially adversely affected. In any such case the market price of the Ordinary Shares could decline.

The following risk factors should not be considered in any order of priority. The Company's future performance might be affected by changes in market conditions and legal, regulatory and tax requirements.

RISKS RELATING TO THE COMPANY'S INVESTING POLICY

Limited operating history as an investing company

The Company will only commence pursuing its Investing Policy following approval of the Resolutions and, accordingly, after completion of the Disposal. The Company currently has no formally arranged financing facilities other than the net proceeds of the Disposal and its other realisable investments. As a result, there can be no assurance that the Company will be successful or it will meet the objectives of its Investing Policy. There is, therefore, no basis on which to evaluate the Company's ability to achieve its objective, implement its Investing Policy and provide a satisfactory investment return.

Any failure in achieving its Investing Policy or in managing its financial controls, reporting systems or procedures could have a material adverse effect on the Company's results of operations, financial condition and prospects.

Identifying suitable investment opportunities

The Company will be dependent upon the ability of the Directors to identify suitable investment opportunities and to implement the Investing Policy. If the Directors do not identify an opportunity that corresponds to the Investing Policy for creating value, then the Company may not be able to invest its cash in a manner which accomplishes its objectives. There is no guarantee that the Company will be able to acquire an identified opportunity at an appropriate price, or at all, as a consequence of which resources might have been expended fruitlessly on investigative work and due diligence.

Change in Investing Policy

The Investing Policy may be modified and altered from time to time, but only after obtaining Shareholder approval

It is possible that the approaches adopted to achieve the Company's investment objectives in the future may be different from those presently expected to be used and disclosed in this Document.

Market conditions

Market conditions may have a negative impact on the Company's ability to execute investments in suitable assets which generate acceptable returns. There is no guarantee that the Company will be successful in sourcing suitable assets.

The Company can give no assurance as to how long it will take it to invest any or all of the net proceeds of the Disposal, if at all, and, the longer the period, the greater the likely impact on the Company's performance and financial condition.

Costs associated with potential investments

The Company expects to incur certain third-party costs associated with the sourcing of suitable investments. The Company can give no assurance as to the level of such costs, and given that there can be no guarantee that negotiations to acquire any given investment will be successful, the greater the number of deals that do not reach completion, the greater the likely impact of such costs on the Company's performance, financial condition and business prospects.

Ownership risks

Under the Investing Policy, the Company has the ability to enter into a variety of investment structures, including joint ventures, acquisition of controlling interests or acquisition of minority interests.

In the event the Company acquires a 100 per cent. interest in a particular asset or entity, or makes a single investment in an entity, the resulting concentration of risk may result in a total or partial loss on its investment and have a material adverse effect on the Company's performance.

In the event the Company acquires less than a 100 per cent. interest in a particular asset or entity, the remaining ownership interest will be held by third-parties and the subsequent management and control of such an asset or entity may entail risks associated with multiple owners and decision-makers. Any such investment also involves the risk that third party owners might become insolvent or fail to fund their share of any capital contribution which might be required. In addition, such third parties may have economic or other interests which are inconsistent with the Company's interests, or they may obstruct the Company's plans, or they may propose alternative plans. If such third parties are in a position to take or influence actions contrary to the Company's interests and plans, this may affect the ability of the Company to implement its strategies.

In addition, there is a risk of disputes between the Company and third parties who have an interest in the asset or entity in question. Any litigation or arbitration resulting from any such disputes may increase the Company's expenses and distract the Directors from focusing its time to fulfil the Investing Policy. The Company may also, in certain circumstances, be liable for the actions of such third parties.

Due diligence process

The Company intends to conduct such due diligence as it deems reasonably practicable and appropriate, based on the facts and circumstances applicable to each potential project, before making an investment. The objective of the due diligence process will be to identify material issues which might affect an investment decision. When conducting due diligence and making an assessment regarding an investment, the Company will be required to rely on resources available to it, including, in the main, public information and, in some circumstances, third-party investigations. As a result, there can be no assurance that the due diligence undertaken with respect to any potential project will reveal or highlight all relevant facts that may be necessary or helpful in evaluating such a project. Further, there can be no assurance as to the adequacy or accuracy of information provided during any due diligence exercise or that such information will be accurate and/or remain accurate in the period from conclusion of the due diligence exercise until the desired investment has been made. Due diligence may also be insufficient to reveal all of the past and future liabilities relating to the operations and activities of the target, including but not limited to liabilities relating to litigation, breach of environmental regulations or laws, governmental fines or penalties, pension deficits or contractual liabilities.

Valuation error

The Company may miscalculate the realisable value of an investment in a project. A lack of reliable information, errors in assumptions or forecasts and/or the inability to successfully implement an investment, among other factors, could all result in the project having a lower realisable value than anticipated. If the Company is not able to realise an investment at its anticipated levels of profitability, projected investment returns could be adversely affected.

Financing

Implementation of the Investing Policy may require significant capital investment. The only sources of financing currently available to the Company are the Loan Notes and any potential future issue of additional equity capital or shareholder loans. The Company's ability to raise further funds will depend on the success of existing and acquired investments. The Company may not be successful in procuring the requisite funds on terms which are acceptable to it (or at all) and, if such funding is unavailable, the Company may be required to reduce the scope of its investments or anticipated expansion. Further, Shareholders' holdings of Ordinary Shares may be materially diluted if debt financing is not available.

RISKS RELATING TO THE ASIA-PACIFIC REGION

Currency exchange rates

A significant proportion of the Company's investments, their trade and the Company's expenses may be denominated in Hong Kong Dollars, US dollars or another currency. Movements in the exchange rate may affect the financial results and potential returns to the Company's Shareholders.

Political, economic and legislative considerations

Adverse developments in the political, economic and regulatory environment in countries within the Asia Pacific in which the Company operates or invests can materially and adversely affect the financial position and business prospects of the Company. Political and economic uncertainties include, but are not limited to, job protection measures, expropriation, nationalisation, changes in interest rates, changes in taxation and currency exchange control.

Investing in the Asia-Pacific region

Any business in which the Company invests is subject to policies which are implemented by the governments of the countries in which these businesses are located. These policies may have a material impact on the Company and its investments. These governments may, for example, increase any royalties and/or fees payable by the Company from time to time. It may also withdraw any subsidies or form of preferential treatment such as tax benefits or favourable financing arrangements given to investee companies. If a company in which the Company is invested should become subject to any form of negative government control, there could be a material adverse effect on that company's business and operating results, which may also in turn affect the Company.

In common with other early stage emerging market economies, such as China and many other Asian countries, businesses in these countries are dependent on sale proceeds from primary commodity production which are subject to fluctuations in world commodity prices. In general, these economies have also experienced devaluations, high inflation and high interest rates. All these economic risks may from time to time adversely affect the Company's investments.

Asia-Pacific territories experience varying degrees of political instability. There can be no assurance that political stability will continue in those countries where the Company in the future may have operations in the future. In the event of political instability or changes in government policies in those countries where the Company may operate, the operations and financial condition of the Company could be adversely affected.

OTHER RISKS

Competition

The Company may face competition from other entities for the same investments or acquisitions, many of which may have significantly greater financial resources than the Company.

Other directorships

Investors should note that none of the Directors are in any way limited (other than by their normal duties as company directors) by way of their involvement with the Company, from acting in the management or conduct of the affairs of any other company. Should any conflicts of interest be identified, they will be declared and dealt with appropriately.

City Code on Takeovers and Mergers

It is intended under the Company's Investing Policy that the Company will move the base of its operations to Hong Kong. It is possible that in the future the Company may not remain subject to the City Code on Takeovers and Mergers and therefore the Company's minority Shareholders will no longer benefit from the protections afforded to them by the City Code on Takeovers and Mergers.

NOTICE OF GENERAL MEETING

Digital Learning Marketplace plc (the “Company”)

(Incorporated and registered in England and Wales under the Companies Act 1985 with registered number 05212388)

NOTICE IS HEREBY GIVEN THAT a general meeting of the Company will be held at the registered office of the Company at 11:30 a.m. on 3 December 2012 to consider and, if thought fit, pass the following resolutions, of which resolution 1 to 6 will be proposed as ordinary resolutions and resolution 7 will be proposed as a special resolution:

Ordinary Resolutions:

1. THAT the Company approves the Company Voluntary Arrangement proposed by the directors of the Company to its creditors.
2. THAT the agreement dated 15 2012 between (1) the Company and (2) LeoPink Ltd relating to the disposal by the Company of Zenosis, and related documentation, to be entered into pursuant thereto, as summarised in the circular to shareholders of the Company dated 15 November 2012 (the “Circular”), be and is hereby approved, and that the directors of the Company (the “Directors”) or any duly authorised committee of such directors be and are hereby authorised to do all such things as they may consider to be necessary, desirable or expedient to implement such agreement in accordance with its terms.
3. THAT the Investing Policy (as set out in the Circular) be and is hereby approved for the purposes of Rule 15 of the AIM Rules and that the Directors be and are hereby authorised to take all such steps as they may consider necessary or desirable to implement the same.
4. THAT Cheong Yee Chan be appointed to the Board of the Company.
5. THAT Hui Jie Lim be appointed to the Board of the Company.
6. THAT Gregory Collier be appointed to the Board of the Company.

Special Resolution:

7. THAT the name of the Company be changed to Shidu Capital Plc.

By Order of the Board

Registered Office:
31 Lombard Street
London
EC3V 9BQ

IMPORTANT NOTES FOR SHAREHOLDERS

ENTITLEMENT TO ATTEND AND VOTE

1. Pursuant to Regulation 41 of the Uncertificated Securities Regulation 2001, the Company specifies that to be entitled to attend and vote at the meeting (for the purposes of the determination by the Company of the number of votes they may cast), holders of Ordinary Shares must be entered on the relevant register of securities by 6.00 p.m. on 28 November 2012.

APPOINTMENT OF PROXIES

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a form of proxy with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.
3. A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the form of proxy are set out in the notes to the Form of Proxy.
4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. You may not appoint more than one proxy to exercise rights attached to any one share. To appoint more than one proxy, please complete the requisite number of forms of proxy and state clearly on each form the number of shares in relation to which the proxy is appointed (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. All forms must be signed and should be returned together in the same envelope.
5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.

APPOINTMENT OF PROXY USING HARD COPY FORM OF PROXY

6. The notes to the form of proxy explain how to direct your proxy to vote on each resolution or withhold their vote. To appoint a proxy using the form of proxy, the form must be:
 - completed and signed;
 - sent or delivered to the Company at, 31 Lombard Street, London, EC3V 9BQ; and
 - received by the Company's registrar no later than 11.30 a.m. on 28 November 2012.

In the case of a member which is a company, the form of proxy must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company.

Any power of attorney or any other authority under which the Form of Proxy is signed (or a duly certified copy of such power or authority) must be included with the Form of Proxy.

APPOINTMENT OF PROXY BY JOINT MEMBERS

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the company's register of members in respect of the joint holding (the first-named being the most senior).

CHANGING PROXY INSTRUCTIONS

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments (see above) also apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hardcopy proxy form, please contact the Company's registrar.

If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

TERMINATION OF PROXY APPOINTMENTS

9. In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the Company's registrar. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the Company or an attorney for the Company. Any power of attorney or any other authority under which the revocation notice (or a duly certified copy of such power or authority is signed) must be included with the revocation notice.

The revocation notice must be received by the Company's registrar no later than 11.30 a.m. on 30 November 2012.

Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

CORPORATE REPRESENTATIVES

10. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

ISSUED SHARES AND TOTAL VOTING RIGHTS

11. As at 5.30 p.m. on 14 November 2012, the Company's issued ordinary share capital comprised 2,149,077 Ordinary Shares of 0.01p each. Each Ordinary Share carries the right to one vote and at a general meeting of the Company and, therefore, the total number of shares carrying voting rights in the Company as at 5.30 p.m. on 14 November 2012 is 2,149,077.

Digital Learning Marketplace Plc

FORM OF PROXY

GENERAL MEETING

I/We the undersigned,of
, being the holder(s) of
 ordinary shares of the Company, HEREBY APPOINT the Chairman of the Meeting or (Note 1)
 of as my/our
 Proxy to attend and to vote for me/us and on my/our behalf at the General Meeting of the Company to be held at
 11:30 a.m. on 3 December 2012 at the offices of the Company, 31 Lombard Street, London, EC3V 9BQ and at
 any adjournment thereof.

I/We direct that my/our votes be cast as indicated by an "X" in the appropriate box, resolution 7 being proposed
 as special resolutions and resolutions 1 - 6 inclusive being proposed as Ordinary Resolutions. If no indication is
 given, my/our proxy will vote or abstain from voting at his or her discretion and I/we authorise my/our proxy to
 vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the General
 Meeting.

DESCRIPTION OF RESOLUTION	For	Against	Withheld
1. Approve the CVA	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approve the Disposal	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approve the Investing Policy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appoint Cheong Yee Chan to the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appoint Hui Jie Lim to the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Appoint Gregory Collier to the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approve name change to Shidu Capital Plc	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this day of2012

Signature

Full name(s) in which Ordinary Shares are registered

PLEASE USE BLOCK LETTERS

Notes:

1. A member of the Company as at 6:00 p.m. on 30 November 2012 is entitled to appoint another person as his proxy to exercise all any of his rights to attend, speak and vote at the General Meeting. A proxy may only be appointed using the procedures set out in these notes and the notes to the notice of General Meeting.
2. To appoint a proxy using the appointment of proxy form, the form must be completed and signed and returned to the Company at, 31 Lombard Street, London, EC3V 9BQ so as to be received not later than 11:30 a.m. on 30 November 2012. Save as provided otherwise below, this appointment of a proxy will be valid for any adjournment of the General Meeting.
3. To appoint a proxy to vote on any poll taken otherwise than on the same day as the General Meeting or the adjourned meeting, the form must be completed and signed and returned to the Company's registrars (at the address stated in note 2) so as to be received not less than 48 hours prior to the time for the taking of the poll at which it is to be used. Any form not so received shall not be treated as valid.
4. This appointment of a proxy, if validly completed and submitted on time, will be deemed to give your proxy the right to demand (or join in demanding) a poll.
5. A proxy does not need to be a member of the Company but must attend the General Meeting to represent you. To appoint as your proxy a person other than the Chairman of the General Meeting, insert their full name on the line indicated above. If you sign and return this proxy form with no name inserted in the box, the Chairman of the General Meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the General Meeting and are aware of your voting intentions. If you wish for your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.