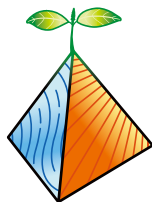


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## **Shen Nong China (Group) Limited**

**神農中國(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 (the “**Meeting**”) of Shen Nong China (Group) Limited (the “**Company**”) to be held at Unit 1601, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Monday, 22 September 2008 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions with or without amendments as special resolution and ordinary resolution respectively:

#### **SPECIAL RESOLUTION**

1. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the name of the Company be and is hereby changed from “Shen Nong China (Group) Limited 神農中國(集團)有限公司” to “China Digital Licensing (Group) Limited 中國數碼版權(集團)有限公司” with effect upon the date of the passing of this special resolution, and **THAT** the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things and execute all such documents as they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

#### **ORDINARY RESOLUTION**

2. “**THAT**
  - (a) the conditional sale and purchase agreement dated 7 July 2008 (the “**Agreement**”) entered into between Rise Assets Limited, a company incorporated in the British Virgin Islands with limited liability and a wholly owned subsidiary of the Company, as vendor and Mr. Zeng Xiang Yang, as purchaser, in relation to the disposal of one ordinary share of US\$1.00 in the share capital of Silky Sky Investments Limited (“**Silky Sky**”), an indirect wholly owned subsidiary of the Company, representing the entire issued share capital of Silky Sky,

for a total consideration of HK\$15,000,000 (a copy of Agreement will be produced to the Meeting marked “A” for the purpose of identification) and the transactions contemplated thereunder be and are thereby approved, confirmed and ratified;

- (b) any Director be and is thereby authorised to do all such acts and things and execute all documents which he/she consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation and completion of the Agreement and the matters contemplated thereunder”.

By order of the Board  
**Shen Nong China (Group) Limited**  
**Pang Hong Tao**  
*Chairman*

Hong Kong, 29 August 2008

*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 convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, at the offices of the Company’s branch share registrar in Hong Kong, Tricor Standard Limited of 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above Meeting or any adjournment thereof, should he so wish
3. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the executive Directors are Mr. Pang Hong Tao, Mr. Mo Wai Ming, Lawrence 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.kanhan.com](http://www.kanhan.com).*