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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 SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**Meeting**”) of China Digital Licensing (Group) Limited (the “**Company**”) will be held at Unit 1601, Ruttonjee House, Ruttonjee Centre, 11 Duddell Street, Central, Hong Kong on Monday, 19 January 2009 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

**ORDINARY RESOLUTION**

“**THAT**

- (a) the conditional sale and purchase agreement (the “**Disposal Agreement**”) dated 5 December 2008 entered into between the Company as vendor and Mr. Mo Wai Ming, Lawrence as purchaser in relation to the disposal of (i) 116,225 shares of US1.00 each in the share capital of KanHan Technologies Inc. (“**KanHan Inc.**”), representing the entire issued share capital of KanHan Inc.; and (ii) all obligations, liabilities and debts owing or incurred by KanHan Inc. to the Company on completion of the Disposal Agreement (a copy of which is marked “A” and produced to the Meeting and signed by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder be and is hereby ratified, confirmed and approved; and

- (b) any director(s) (the “**Director(s)**”) of the Company be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the implementation of and giving effect to the Disposal Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 31 December 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. Any member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, in the event of a poll, vote in his/her stead. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be duly lodged at the Company’s branch registrar in Hong Kong, Tricor Standard Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is duly signed or a notarially certified copy of that power of attorney or authority, not less than 48 hours before the time for holding the meeting or any adjourned meeting.
3. 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, and in such event, the form of proxy shall be deemed to be revoked.

*As at the date of this announcement, the executive Directors are Mr. Pang Hong Tao, Peter, 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 Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) 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 the “Latest Company Announcements” page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from its date of publication and the Company’s website at [www.kanhan.com](http://www.kanhan.com).*