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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)

**RESULT OF EXTRAORDINARY GENERAL MEETING  
AND  
COMPLETION OF MAJOR DISPOSAL AND CONNECTED TRANSACTION  
AND  
RESIGNATION OF EXECUTIVE DIRECTOR AND  
CHANGE OF COMPLIANCE OFFICER, AUTHORISED REPRESENTATIVE AND  
MEMBER OF REMUNERATION COMMITTEE**

The Board is pleased to announce that at the EGM held on 19 January 2009, the Resolution has been duly passed by the Independent Shareholders by way of poll and the Disposal has been completed on 19 January 2009. The Board also wishes to announce that Mr. Mo Wai Ming, Lawrence has resigned as the executive Director, compliance officer, authorised representative and member of remuneration committee of the Company with effect from 19 January 2009 for his own career development. Ms. Au Shui Ming, Anna was appointed as compliance officer and member of remuneration committee of the Company and Mr. Pang Hong Tao was appointed as authorised representative of the Company with effect from 19 January 2009 respectively.

Reference is made to the circular (the “**Circular**”) of the Company dated 31 December 2008 relating to the Disposal Agreement and the transactions contemplated thereunder. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless defined otherwise.

### **RESULT OF EXTRAORDINARY GENERAL MEETING**

The Board is pleased to announce that at the EGM held on 19 January 2009, the resolution (the “**Resolution**”) approving the Disposal Agreement and the transactions contemplated thereunder has been duly passed by the Independent Shareholders by way of poll.

As at the date of the EGM, the total number of issued shares in the Company was 1,330,375,080 Shares. As at the date of the EGM, save for 21,385,920 Shares personally held by Mr. Mo, representing approximately 1.61% of the issued share capital of the Company, Mr. Mo and his associates are not interested in any other Shares. Pursuant to Chapter 20 of the Listing Rules, Mr. Mo and his associates are required to abstain from voting for the resolution approving the Disposal at the EGM and have been so abstained.

The total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolution at the EGM was 1,308,989,160 Shares. There was no Share entitling the holder to attend and vote only against the Resolution at the EGM. The Hong Kong branch share registrar of the Company, Tricor Standard Limited, was appointed as the scrutineer at the EGM for the purpose of vote taking.

The voting result for the Resolution was as follows:

Ordinary Resolution	Number of Votes (%)	
	For	Against
To approve the Disposal Agreement and the transactions contemplated thereunder	682,807,244 (100%)	0 (0%)

## **COMPLETION OF THE DISPOSAL**

The Board is pleased to announce that with all conditions set out in the Disposal Agreement having been fulfilled, the Disposal has been completed on 19 January 2009.

Upon Completion, the Company will cease to have any interest in the KanHan Inc. Group, and the KanHan Inc. Group will cease to be subsidiaries of the Company.

## **RESIGNATION OF EXECUTIVE DIRECTOR AND CHANGE OF COMPLIANCE OFFICER, AUTHORISED REPRESENTATIVE AND MEMBER OF REMUNERATION COMMITTEE**

The Board also wishes to announce that Mr. Mo Wai Ming, Lawrence (“Mr. Mo”) has resigned as the executive Director, compliance officer, authorised representative and member of remuneration committee of the Company with effect from 19 January 2009 for his own career development, and Mr. Mo has confirmed that he has no disagreement with the Board and there are no matters regarding to his resignation which need to be brought to the attention of the shareholders of the Company. Ms. Au Shui Ming, Anna was appointed as compliance officer and member of remuneration committee of the Company and Mr. Pang Hong Tao was appointed as authorised representative of the Company with effect from 19 January 2009 respectively.

The Board would like to take this opportunity to express its appreciation to Mr. Mo for his contributions to the Company during his terms of services.

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

Hong Kong, 19 January 2009

*As at the date of this announcement, the executive Directors are Mr. Pang Hong Tao, Peter 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.chinadigitallic.com](http://www.chinadigitallic.com).*