



**CHINA DATA  
BROADCASTING**

## **China Data Broadcasting Holdings Limited**

**(中華數據廣播控股有限公司)\***

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 8016)

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of China Data Broadcasting Holdings Limited (the “Company”) will be held at Unit 3701, 37/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong, 18 September 2007 at 11:00 a.m., for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:-

#### **ORDINARY RESOLUTIONS**

1. **“THAT :**

- (a) the agreement (the “Master Supply Agreement”) dated 18 April 2007 entered into between the Company and Sichuan Changhong Electric Co. Limited (“Changhong”), (a copy of which is produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purpose) in relation to the supply by the Group (as defined) in the circular of the Company dated 31 August 2007 (the “Circular”) on an ongoing basis of certain electric products and components which may be required by Changhong and its subsidiaries, and the terms of and the transactions contemplated under the Master Supply Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;
- (b) the proposed caps in relation to the transactions under the Master Supply Agreement for the period from the date on which the Master Supply Agreement becomes effective until the end of the financial year ending 31 December 2007 and each of the years ending 31 December 2008 and 31 December 2009 will not exceed HK\$903,357,000, HK\$2,106,000,000 and HK\$2,184,000,000 respectively be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Master Supply Agreement.”

2. “**THAT** :

- (a) the agreement (the “Master Purchase Agreement”) dated 9 May 2007 entered into between the Company and Changhong (a copy of which is produced to the meeting marked “B” and initialed by the chairman of the meeting for identification purpose) in relation to the purchase on an ongoing basis of certain consumer electronic products which may be required by the Group and which Changhong and its subsidiaries may be able to supply, and the terms of and the transactions contemplated under the Master Purchase Agreement and the implementation thereof be and are hereby approved, confirmed and ratified;
- (b) the proposed caps in relation to the transactions under the Master Purchase Agreement for the period from the date on which the Master Purchase Agreement becomes effective until the end of the financial year ending 31 December 2007, and each of the years ending 31 December 2008 and 31 December 2009 will not exceed HK\$239,538,995, HK\$468,000,000 and HK\$526,500,000 respectively be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the Master Purchase Agreement.”

By order of the Board

**Yu Xiao**  
*Chairman*

Hong Kong, 31 August 2007

*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 proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. A form for proxy for use at the Special General Meeting is enclosed. 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 that power or authority, at the office of the Company’s branch registrar in Hong Kong, 46/F, Hopewell Centre, 183 Queen’ Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. 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 if joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
4. In accordance with the Bye-Laws of the Company, the following person or members may demand that voting in respect of the resolution to be put to the Special General Meeting shall be taken on a poll:
  - (a) the chairman of such meeting; or
  - (b) at least three members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
  - (c) by a member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
  - (d) by a member or members present in person or in the case of a member being a corporation by its duly authorized representing or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A poll may be demanded before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll.

5. The votes to be taken at the meeting will be by way of a poll.

*This announcement, for which the Directors of the Company 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 inquiries, confirm that, to the best of their knowledge and belief; (a) the information contained in this announcement is accurate and complete in all material respects and not misleading, (b) there are no other matters the omission of which would make any statement in this announcement misleading, and (c) 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.*

*At the date of this announcement, the board of directors of the Company comprises the executive directors of the Company are David Ji Long Fen, Xiang Chao Yang, Du Jun, Tang Yun, Yu Xiao and Wang Zhenhua and the independent non-executive directors of the Company are Chan Ming Sun, Jonathan, Ip Chun Chung, Robert and Sun Dongfeng.*

*This announcement will remain on the GEM website [www.hkgem.com](http://www.hkgem.com) on the "Latest Company Announcements" page for at least 7 days from the date of its posting.*

\* For identification only