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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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) 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, Hong Kong at 11:00 a.m. on Friday, 6 May 2011 (or, if later, immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same date at the same place at 10:30 a.m. on Friday, 6 May 2011), for the purposes of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the subscription agreement entered into between the Company and Changhong (Hong Kong) Trading Limited (the “**Subscriber**”) dated 25 January 2011 (the “**Subscription Agreement**”) in relation to the subscription of 16,000,000 shares of HK\$0.025 each in the share capital of the Company (the “**Subscription Shares**”) at an aggregate subscription price of HK\$8,000,000, a copy of which has been produced to the meeting and initialed by the chairman of the meeting for the purposes of identification, and the transactions contemplated thereby be and are hereby approved, confirmed and ratified;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval for the listing of and permission to deal in the Subscription Shares, the allotment and issue of the Subscription Shares pursuant to the terms of the Subscription Agreement be and are hereby approved; and

- (c) any one or more directors of the Company be and are hereby authorised to allot and issue the Subscription Shares in accordance with the terms of the Subscription Agreement and to do all such further acts and things and execute such further documents and take all steps which, in his (or their) opinion may be necessary, desirable or expedient to implement and/or give effect to the terms of, and all transactions contemplated under, the Subscription Agreement for and on behalf of the Company and to approve any changes and amendments thereto as he (or they) may consider necessary, desirable or expedient.”
2. “**THAT**, subject to the passing of the resolution set out as Resolution No.1 in the notice convening this meeting, the whitewash waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong pursuant to Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers to Sichuan Changhong Electric Co., Limited and parties acting in concert with it from the obligation to make a general offer to the shareholders of the Company for all issued shares and other securities of the Company not already owned or agreed to be acquired by them as a result of the issue and allotment of the Subscription Shares to the Subscriber be and is hereby approved.”

By order of the Board
China Data Broadcasting Holdings Limited
Yu Xiao
Chairman

Hong Kong, 11 April 2011

Notes:

- i Any member of the Company entitled to attend and vote at a meeting of the Company or a meeting of the holder of any class of shares in the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint more than one proxy to attend on the same occasion.
- ii The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised.
- iii To be valid, a form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power or authority shall be deposited to the Company's Branch Registrars in Hong Kong, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting (as the case may be).
- iv Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting and in such event, the instrument appointment a proxy shall be deemed to be revoked.

- v The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
- vi Attendants should bear their own travelling, accommodation and other expenses.

As at the date of this announcement, the Company's executive directors are Mr. David Ji Long Fen, Mr. Xiang Chao Yang, Mr. Wu Xiangtao, Mr. Tang Yun, Mr. Yu Xiao, Ms. Shi Ping and Mr. Wang Zhenhua and the Company's independent non-executive directors are Mr. Jonathan Chan Ming Sun, Mr. Robert Ip Chun Chung and Mr. Sun Dongfeng.

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 of the Company, 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; and (ii) there are no other matters the omission of which would make any statement in this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at <http://www.cdb-holdings.com.hk>.

** for identification purposes only*