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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)

FURTHER DELAY IN DESPATCH OF CIRCULAR

References are made to the announcement of the Company dated 23 April 2012 (the “**Announcement**”) in relation to, among other things, the proposed Acquisition, reverse takeover involving a new listing application, continuing connected transaction and the Whitewash Waiver and the announcements of the Company dated 14 May 2012 and 16 May 2012 in relation to the delay in despatch of the Circular (the “**Subsequent Announcements**”). Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Pursuant to Rule 8.2 of the Takeovers Code, the Circular is required to be despatched to the Shareholders within 21 days after publication of the Announcement. As disclosed in the Subsequent Announcements, the Company has applied for an extension of the deadline for the despatch of the Circular to 1 September 2012 and the Executive has indicated that it is minded to grant consent. On 22 May 2012, the Executive consented to extending the latest time for the despatch of the Circular to 1 September 2012.

The transaction contemplated in the Acquisition Agreement constitutes a reverse takeover for the Company under Rule 19.06(6)(b) of the GEM Listing Rules and are therefore subject to the approval of the Listing Committee of a new listing application to be made by the Company (the “**New Listing Application**”). The New Listing Application was made to the Stock Exchange on 30 May 2012. The Circular will be despatched to the Shareholders as soon as practicable after the Company has obtained the approval in principle from the Listing Committee with respect to the New Listing Application.

As at the date of this announcement, the Stock Exchange is still considering the New Listing Application.

* *For identification purposes only*

In view of the process that is required in connection with the New Listing Application and additional time is required to finalise the information in the Circular, including financial information, such as the accountant's report of the Target Group for the period ending 30 April 2012 required under the GEM Listing Rules and the pro-forma accounts of the Enlarged Group required for the New Listing Application, it is unlikely that the Circular will be despatched on or before 1 September 2012. Accordingly, the Company has applied for, and on 31 August 2012 the Executive consents to, further extending the latest time for the despatch of the Circular to 31 October 2012.

It should be noted that the transactions contemplated in the Acquisition Agreement are subject to a number of conditions, which may or may not be fulfilled. In addition, the approval of the New Listing Application to be made by the Company and the Whitewash Waiver may or may not be granted. Shareholders of the Company and potential investors should exercise caution when they deal or contemplate dealing in the shares or other securities of the Company.

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

Hong Kong, 31 August 2012

As at the date of this announcement, the executive Directors are Mr. David Ji Long Fen, Mr. Yu Xiao, Mr. Tang Yun, Mr. Xiang Chao Yang, Mr. Wu Xiangtao, Mr. Rong Dong and Ms. Shi Ping and the 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 collectively and individually accept full responsibility, includes particulars given in compliance with the listing rules of The Growth Enterprise Market ("GEM") of the Stock Exchange for the purpose of giving information with regard to the Company.

The directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.

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