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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)

### **COMPLETION OF THE ACQUISITION**

The Board is pleased to announce that the Completion pursuant to the Acquisition Agreement took place on 22 January 2013.

Reference is made to the circular of the Company dated 12 December 2012 in relation to, among other things, the proposed Acquisition, reverse takeover involving a new listing application, continuing connected transaction and the Whitewash Waiver. Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as those defined in the Circular.

### **COMPLETION OF THE ACQUISITION**

The Board is pleased to announce that the Completion pursuant to the Acquisition Agreement took place on 22 January 2013.

At Completion, 135,000,000 New Ordinary Shares and 1,877,868,000 New Convertible Preference Shares were allotted and issued to Fit Generation. Listing approval for the New Ordinary Shares and the Conversion Shares has been granted by the Stock Exchange.

Following Completion, the shareholding of Sichuan Changhong Concert Party Group has increased from 33.34% to 52.53%. Details of the shareholding structure of the Company under different scenarios before and after completion of the Acquisition are set out below:

\* *For identification purposes only*

	Immediately before the Completion		As at Completion (took place on the date of this announcement)		Immediately after the allotment and issue of the New Ordinary Shares and after the conversion of the New Convertible Preference Shares with a minimum public float of 25% (Note 3)		Immediately after full conversion of the New Convertible Preference Shares (This scenario will not happen because of the minimum public float requirement of 25% and this column is set out for illustration purpose only) (Note 3)		Immediately after full conversion of the New Convertible Preference Shares with a minimum public float of 25% (This scenario is for illustration purpose only and is not a term under the Acquisition Agreement) (Note 3)	
	Number of Ordinary Shares held	Approximate percentage of total issued ordinary share capital	Number of Ordinary Shares held	Approximate percentage of total issued ordinary share capital	Number of Ordinary Shares held	Approximate percentage of total issued ordinary share capital	Number of Ordinary Shares held	Approximate percentage of total issued ordinary share capital	Number of Ordinary Shares held	Approximate percentage of total issued ordinary share capital
Sichuan Changhong (Note 5)	95,368,000	28.55%	95,368,000	20.33%	95,368,000	20.32%	95,368,000	4.06%	95,368,000	3.21%
Changhong (Hong Kong) Trading	16,000,000	4.79%	16,000,000	3.41%	16,000,000	3.41%	16,000,000	0.68%	16,000,000	0.54%
Fit Generation	-	-	135,000,000	28.79%	135,450,640	28.85%	2,012,868,000	85.77%	2,012,868,000	67.71%
Subtotal of Sichuan Changhong Concert Party Group (including Fit Generation) (Note 4)	111,368,000	33.34%	246,368,000	52.53%	246,818,640	52.58%	2,124,236,000	90.51%	2,124,236,000	71.46%
Sichuan Investment (Note 6)	83,009,340	24.85%	83,009,340	17.70%	83,009,340	17.68%	83,009,340	3.54%	83,009,340	2.79%
Mr. David Ji Long Fen (Notes 1 and 2)	22,260,000	6.66%	22,260,000	4.75%	22,260,000	4.74%	22,260,000	0.95%	22,260,000	0.75%
Public	117,362,660	35.15%	117,362,660	25.02%	117,362,660	25.00%	117,362,660	5.00%	743,168,447	25.00%
Total	334,000,000	100%	469,000,000	100%	469,450,640	100%	2,346,868,000	100%	2,972,673,787	100%

*Notes:*

- Mr. David Ji Long Fen is an executive Director of the Company.
- Ms. Liu Ru Ying is the spouse of Mr. David Ji Long Fen and under Section 316 of the SFO, is therefore deemed interested in all the 22,260,000 Ordinary Shares in which Mr. David Ji Long Fen is interested.
- The holder(s) of the New Convertible Preference Shares shall have the right to convert any New Convertible Preference Shares into Conversion Shares at any time during the Conversion Period at the Conversion Price. If the Company shall issue Conversion Shares fully converted from the New Convertible Preference Shares and at the same time having a 25% of public float to meet the minimum public float requirement under the GEM Listing Rules, the shareholding interest of the Sichuan Changhong Concert Party Group will be 71.46%. For illustration purpose only, if the Company shall issue Conversion Shares fully converted from the New Convertible Preferences Shares and at the same time meeting the minimum public float requirement of 25% under the GEM Listing Rules, the Company shall issue a minimum number of 625,805,787 Shares to the public and the pro forma earnings per Share will be HK\$0.06 and the pro forma net asset per Share will be HK\$0.25 (both based on a total of 2,972,673,787 Shares).
- In view of the concert party presumption between Sichuan Changhong and Sichuan Investment, an application was made to the SFC and on 17 April 2012, the SFC confirmed that the ruling issued on 18 March 2011 regarding the successful rebuttal of the presumption under the Takeovers Code that Sichuan Investment is a party acting in concert with Sichuan Changhong remain unchanged.  
  
In view of the confirmation from the SFC, Sichuan Investment should not be regarded as a party presumed to be acting in concert with Sichuan Changhong for purposes of the Acquisition.
- Sichuan Changhong, the issued A-shares of which are listed on the Shanghai Stock Exchange (stock code: 600839.SH), was held as to 23.19% by 四川長虹電子集團有限公司 (Sichuan Changhong Electric Group Co., Ltd) ("SCEG"). The entire interest in SCEG in turn is held by 綿陽市國有資產監督管理委員會 (Mianyang Municipality State-owned Assets Supervision and

Administration Commission) which is also the administrative authority for SCEG. The members of the Mianyang Municipality State-owned Assets Supervision and Administration Commission are appointed by the Mianyang Municipality People's Government.

Sichuan Changhong has confirmed that there has not been any business dealings, financial or otherwise, between itself and Sichuan Investment.

Each of the Company and Sichuan Changhong has also confirmed that Sichuan Investment was not involved nor consulted in the negotiations in relation to or in connection with the Acquisition save that Sichuan Investment is aware of the Acquisition through Ms. Shi Ping, its nominee on the Board. Ms. Shi Ping is an executive Director.

Save as disclosed in this Note 5, there is no relationship between Sichuan Changhong, Sichuan Investment and their respective ultimate beneficial owners.

6. Sichuan Investment is an asset management company and is principally engaged in investment in technology-related business. As at the Latest Practicable Date, Sichuan Investment is wholly owned by 四川省投資集團有限公司 (Sichuan Provincial Investment Group Co., Ltd) ("SPIG"). The entire interest in SPIG is owned by 四川省國有資產監督管理委員會 (Sichuan Province State-owned Assets Supervision and Administration Commission) which is also the administrative authority for SPIG. The members of the Sichuan Province State-owned Assets Supervision and Administration Commission are appointed by the Sichuan Province People's Government.

Sichuan Investment has also confirmed that there has not been any business dealings, financial or otherwise, between itself and Sichuan Changhong.

Save as disclosed in this Note 6, there is no relationship between Sichuan Changhong, Sichuan Investment and their respective ultimate beneficial owners.

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

Hong Kong, 22 January 2013

*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, Mr. Cheng Yuk Kin 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 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>.*