

## APPENDIX 5

### FORMS RELATING TO LISTING

#### FORM F

#### THE GROWTH ENTERPRISE MARKET (GEM)

#### COMPANY INFORMATION SHEET

Case Number: 20120531-I12010-0002

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

Company name: China Data Broadcasting Holdings Limited

Stock code (ordinary shares): 8016

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 22 January 2013 .....

#### A. General

Place of incorporation: Bermuda

Date of initial listing on GEM: 24 January 2000

Name of Sponsor(s): N/A

Names of directors: Executive Directors:

*(please distinguish the status of the directors  
- Executive, Non-Executive or Independent  
Non-Executive)* Mr. Yu Xiao  
Mr. Tang Yun  
Mr. Wu Xiangtao  
Mr. Xiang Chaoyang  
Mr. David Ji Long Fen  
Ms. Shi Ping  
Mr. Rong Dong

Independent Non-Executive Directors:

Mr. Jonathan Chan Ming Sun  
Mr. Robert Ip Chun Chung  
Mr. Sun Dongfeng  
Mr. Cheng Yuk Kin

Name(s) of substantial shareholder(s):  
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

<u>Name</u>	<u>Number of ordinary shares</u>	<u>Nature of Interest</u>	<u>Percentage</u>
Sichuan Changhong Electric Co., Ltd. (“Sichuan Changhong”)	246,368,000 (Note 1) (Note 4)	Interest of controlled company and beneficial owner	52.53%
Changhong (Hong Kong) Trading Limited (“Changhong (Hong Kong) Trading”)	151,000,000 (Note 2)	Interest of controlled company and beneficial owner	32.20%
Fit Generation Holding Limited (“Fit Generation”)	135,000,000 (Note 3) (Note 5)	Beneficial owner	28.79%
Sichuan Investment Management Co. Ltd.	83,009,340	Beneficial owner	17.70%

*Note 1: Of the 246,368,000 ordinary shares being interested, 95,368,000 ordinary shares are held directly, 16,000,000 ordinary shares are held through Changhong (Hong Kong) Trading, which is wholly owned by Sichuan Changhong and 135,000,000 ordinary shares are held through Fit Generation, which is wholly owned by Changhong (Hong Kong) Trading.*

*Note 2: Of the 151,000,000 ordinary shares being interested, 16,000,000 ordinary shares are held directly, 135,000,000 ordinary shares are held through Fit Generation.*

*Note 3: Fit Generation is wholly-owned by Changhong (Hong Kong) Trading, which is in turn wholly-owned by Sichuan Changhong.*

*Note 4: Sichuan Changhong is also interested in 1,877,868,000 non-redeemable restricted voting convertible preference shares of the Company (“Preference Shares”) which are directly held by Fit Generation .*

*Note 5: Fit Generation directly holds 1,877,868,000 Preference Shares.*

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 December

Registered address:

Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda

Head office and principal place of business:

Unit 3701, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong

Web-site address (if applicable):

www.cdb-holdings.com.hk

Share registrar:

Hong Kong Registrars Limited

Auditors: SHINEWING (HK) CPA Limited

**B. Business activities**

*(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)*

The Company and its subsidiaries principally engage in the trading business of electronic parts and components, electrical appliances, consumer electronic products and the distribution of IT consumer and corporate products.

**C. Ordinary shares**

Number of ordinary shares in issue: 469,000,000

Par value of ordinary shares in issue: HKD0.025

Board lot size (in number of shares): 2,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

**D. Warrants**

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

**E. Other securities**

Details of any other securities in issue.  
*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

1,877,868,000 non-redeemable restricted voting convertible preference shares of the Company are in issue.

*(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).* N/A

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

### **Responsibility statement**

The directors of the Company (the “Directors”) as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet (“the Information”) and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
Yu Xiao

\_\_\_\_\_  
Tang Yun

\_\_\_\_\_  
Wu Xiangtao

\_\_\_\_\_  
Xiang Chao Yang

\_\_\_\_\_  
Ji Long Fen, David

\_\_\_\_\_  
Shi Ping

\_\_\_\_\_  
Rong Dong

\_\_\_\_\_  
Chan Ming Sun, Jonathan

\_\_\_\_\_  
Ip Chun Chung, Robert

\_\_\_\_\_  
Sun Dongfeng

\_\_\_\_\_  
Cheng Yuk Kin

### ***NOTES***

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*