



**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)

FORM OF PROXY
SPECIAL GENERAL MEETING TO BE HELD ON THURSDAY,
27 AUGUST 2009 OR ANY ADJOURNMENT THEREOF

I/We¹ _____
of _____
being the registered holder(s) of² _____
shares of HK\$0.025 each in the share capital of China Data Broadcasting Holdings Limited (the “Company”)
HEREBY APPOINT the Chairman of the meeting or³ _____
of _____
as my/our proxy to attend and vote for me/us at the Special General Meeting of the Company, to be held at 10:30
a.m. on Thursday, 27 August 2009 at Unit 3701, 37/F., West Tower, Shun Tak Centre, 168-200 Connaught Road
Central, Hong Kong or at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of
the following resolutions as indicated below and if no indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION	FOR⁴	AGAINST⁴
To approve the changes to the authorised share capital and amendments to the Bye-laws of the Company as set out in the notice of the meeting dated 4 August 2009 (the “Notice”).		
ORDINARY RESOLUTION	FOR⁴	AGAINST⁴
To approve the Subscription Agreement, and the allotment and issue of the Subscription CP Shares, as set out in the Notice.		

Signature⁵ _____

Dated _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than that those referred to above.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this 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 such power or authority must be completed and lodged with the Company’s Hong Kong branch share registrar, Hong Kong Registrars Limited of 46th Floor, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment meeting.
8. Attendants should bear their own traveling, accommodation and other expenses.

* For identification purpose only