



**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)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING

I/We ⁽¹⁾ _____
of ⁽¹⁾ _____
being the registered holder(s) of ⁽²⁾ _____ shares of HK\$0.025 each in the share capital of China Data Broadcasting Holdings Limited (the "Company"). HEREBY APPOINT ⁽³⁾ the Chairman of the meeting or _____
of _____
as my/our proxy to act for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at Unit 3701, 37/F, West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 4 May 2012, Friday at 10:30 a.m. and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

Resolutions*		For ⁽⁴⁾	Against ⁽⁴⁾
1.	To receive and consider the audited consolidated financial statements and reports of the Directors and Auditors for the year ended 31 December 2011.		
2.	(A) To re-elect Mr. Wu Xiangtao as executive director.		
	(B) To re-elect Mr. Xiang Chao Yang as executive director.		
	(C) To re-elect Mr. Chan Ming Sun, Jonathan as independent non-executive director.		
	(D) To authorise the board of directors to fix their remuneration.		
3.	To re-appoint the auditors of the Company and authorise the Directors to fix their remuneration.		
4.	To give a general mandate to the directors to issue shares of the Company.		
5.	To give general mandate to the directors to repurchase shares of Company.		
6.	To extend the general mandate granted to the directors to cover shares repurchased by the Company.		

* Resolutions No. 1-6 are ordinary resolutions.

Dated this _____ day of _____ 2012 Signature(s) ⁽⁷⁾ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 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 share capital of the Company registered in your name(s).
- 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.
- IMPORTANT:** If you wish to vote for any of the resolutions, tick in the appropriate box marked "FOR". If you wish to vote against any of the resolutions, tick in the appropriate 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 those referred to above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorized.
- 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.
- To be valid, this form of proxy and 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 17M floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending the meeting and voting in person if they so wish.
- Attendants should bear their own travelling, accommodation and other expenses.

* for identification only