



CHINA DATA BROADCASTING HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code : 8016)



First Quarter Report

2006

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This report, for which the directors of China Data Broadcasting Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to China Data Broadcasting Holdings Limited. The directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief:– 1. the information contained in this report is accurate and complete in all material respects and not misleading; 2. there are no other matters the omission of which would make any statement in this report misleading; and 3. all opinions expressed in this report have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

HIGHLIGHTS

The Group's consolidated turnover for the three month period ended 31 March 2006 was decreased approximately by 42.7% to HK\$5.3 million, this was due to fierce competition in the consumer electronic market and the decrease in confidence of USA economy for the products. The Group had a net loss of approximately HK\$1.3 million.

RESULTS

The board of directors of China Data Broadcasting Holdings Limited (the "Company") is pleased to announce the unaudited results of the Company and its subsidiaries (collectively the "Group") for the three month period ended 31 March 2006, together with the comparative figures for the corresponding period of last year, as follows:

CONSOLIDATED PROFIT AND LOSS ACCOUNT

	Notes	2006 HK\$'000	2005 HK\$'000
TURNOVER	1	5,265	9,196
Cost of sales		<u>(5,019)</u>	<u>(8,331)</u>
Gross profit		246	865
Other revenue and gains		31	25
Administrative expenses		<u>(1,533)</u>	<u>(738)</u>
OPERATING (LOSS)/PROFIT BEFORE TAX		(1,256)	152
Tax	2	<u>-</u>	<u>-</u>
NET (LOSS)/PROFIT FOR THE PERIOD		<u><u>(1,256)</u></u>	<u><u>152</u></u>
(LOSS)/EARNINGS PER SHARE	3		
Basic		<u><u>(0.395) cents</u></u>	<u><u>0.048 cents</u></u>
Diluted		<u><u>N/A</u></u>	<u><u>N/A</u></u>

Notes:

1. TURNOVER

Turnover represents the invoiced value of goods sold and services rendered, net of value-added tax, business tax, and after allowances for goods returned and trade discounts.

2. TAX

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislations and practices in respect thereof.

No provision for Hong Kong profits tax is required since the Group has no assessable profit for the period ended 31 March 2006.

The Group did not have any significant unprovided deferred tax liabilities in respect of the period.

3. (LOSS)/EARNING PER SHARE

The calculation of basic (loss)/earnings per share is based on the net loss attributable to shareholders for the period of HK\$1,256,000 (2005: net profit of HK\$152,000), and the weighted average of 318,000,000 (2005: 318,000,000) ordinary shares in issue during the period.

No diluted earnings per share was presented as there was no potential ordinary shares in issue for both periods.

4. RESERVES

During the period, there was no movement to and from any reserves.

5. CONTINGENT LIABILITIES

(a) During the year ended 31 December 2005, Apex Digital Inc. ("Apex Digital") claimed that, other than the payment of HK\$22 million made on behalf of the Group to its customer relating to goods returned, Apex Digital also reimbursed related freight charges of HK\$23.5 million on behalf of the Group to the above mentioned customer. However, the directors of the Company are of opinion that the Group do not have any obligation to reimburse the freight charges. Up to the period ended 31 March 2006, the directors considered that no provision would be made for the freight charge.

(b) On 12 June 2006, Koninklijke Philips Electronics N.V. and United States Philips Corporation issued a writ of summons ("Summons") to the United States District Court, Central District of California, against eight parties, including the Company, two subsidiaries of the Company, Apex Digital Inc. Limited and Apex Digital, LLC, two executive directors of the Company, Mr. David

Ji Long Fen ("Mr. Ji") and Mr. Anle Hsu Ann Keh ("Mr. Hsu"), two holding companies of the Group, Apex Digital and United Delta Inc. ("United Delta"), and an individual (collectively known as the "Defendants"). The Defendants were claimed damages for patent infringement for the distribution of unlicensed DVD products within the USA. Nevertheless, the amount of the claim was not stated in the Summons. Up to the period ended 31 March 2006, the directors of the Company are unable to estimate the liability under the claim.

DIVIDENDS

The directors do not recommend the payment of any dividend for the period ended 31 March 2006 (2005: Nil).

BUSINESS REVIEW

During the period, the Group engaged in sourcing and procurement business in the consumer electronic industry (the "Procurement Business"). The Group has achieved fair operating results for the three months ended 31 March 2006, the Group has accomplished a revenue of approximately HK\$5.3 million and a net loss of approximately HK\$1.3 million.

OUTLOOK

The Board believes that when the business set back on the track, the Procurement Business in the consumer electronic industry will build up a steady and considerable income stream of the Group. As the economy of Hong Kong become well, the management put more resources to explore further business opportunities in the consumer electronic industry, such as trading of finished goods/parts and components of televisions, DVD players, digital cameras, game consoles and other products. The Board is confident that the business relating to the consumer electronic products will be better in the near future.

DIRECTORS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

At 31 March 2006, the interests and short positions of the Directors in the ordinary share of the Company (the "Share"), underlying Shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures

Ordinance (the "SFO")), which are required (a) to be notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Division 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange were as follows:

Long positions in ordinary shares of the Company:

Name of director	Notes	Number of shares held, capacity and nature of interest		Total	Percentage of the Company's issued share capital
		Directly Beneficially owned	Through controlled corporation		
Mr. Ji	(a) & (b)	57,700,000	165,197,340	222,897,340	70.1
Mr. Hsu	(a), (c) & (e)	-	165,197,340	165,197,340	52.0

Notes:

- (a) Apex Digital is controlled by Mr. Ji and United Delta, a private corporation incorporated in the USA and which is equally owned by Mr. Ji and Mr. Hsu. Accordingly, each of Mr. Hsu and Mr. Ji is deemed to be interested in the 165,197,340 shares owned by Apex Digital.
- (b) In addition to Mr. Ji's deemed interest in the 165,197,340 shares held by Apex Digital, Mr. Ji is interested in another 57,700,000 shares held by him directly, and is therefore interested in a total of 222,897,340 shares.
- (c) On 10 April 2006, Mr. Hsu disposed all interest in United Delta to Mr. Ji.
- (d) On 8 September 2006, Apex Digital transferred 95,368,000 shares (ie. 29.99% of total share) to Sichuan Changhong Electric Co., Limited.
- (e) On 29 September 2006, Mr. Hsu did not re-elect himself as the executive director at 2005 Annual General Meeting and hence ceased to be the Company's executive director.

Save as disclosed above, none of the Directors had interest in any securities of the Company or any of its

associated corporations (within the meaning of Part XV of the SFO), which are required (a) to be notified to the Company and the "Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) pursuant to the Model Code for Securities Transactions by Directors of Listed Companies to be notified to the Company and the Stock Exchange.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the period were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries a party to any arrangement to enable the directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 March 2006, the persons or companies (not being a Director or chief executive of the Company) who had interests or short positions in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO or who were directly or indirectly deemed to be interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group were as follows:

Long positions:

Name	Notes	Capacity and nature of interest	Number of the ordinary shares held	Percentage of Company's issued share capital %
Apex Digital	(a) & (f)	Directly beneficially owned	165,197,340	52.0
United Delta	(a)	Through a controlled corporation	165,197,340	52.0
Mr. Ji	(a) & (b)	Through a controlled corporation	165,197,340	52.0
Mr. Hsu	(a) & (e)	Directly beneficially owned	57,700,000	18.1
		Through a controlled corporation	165,197,340	52.0
Ms. Liu Ru Ying	(c)	Through spouse	222,897,340	70.1
Ms. Susan Chang	(d) & (e)	Through spouse	165,197,340	52.0
Mr. Xu Gao Hui		Directly beneficially owned	22,350,000	7.0

Notes:

- (a) Apex Digital is controlled by Mr. Ji and United Delta, a private corporation incorporated in the USA and which is equally owned by Mr. Ji and Mr. Hsu. Accordingly, each of Mr. Hsu and Mr. Ji is deemed to be interested in the 165,197,340 shares owned by Apex Digital.
- (b) In addition to Mr. Ji's deemed interest in the 165,197,340 shares held by Apex Digital, Mr. Ji is interested in another 57,700,000 shares held by him directly, and is therefore interested in a total of 222,897,340 shares.
- (c) Ms. Liu Ru Ying is the spouse of Mr. Ji and, under Section 316 of the SFO, is therefore deemed to be interested in all 222,897,340 shares in which Mr. Ji is interested.
- (d) Ms. Susan Chang is the spouse of Mr. Hsu and, under Section 316 of the SFO, is therefore deemed to be interested in all 165,197,340 shares in which Mr. Hsu is interested.
- (e) On 10 April 2006, Mr. Hsu disposed all interest in United Delta to Mr. Ji.
- (f) On 8 September 2006, Apex Digital transferred 95,368,000 shares (ie. 29.99% of total share) to Sichuan Changhong Electric Co., Limited.

Save as disclosed above, the Directors were not aware of any other person who had an interest or short position in the shares or underlying shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or who was interested in 5% or more of the nominal value of any class of share capital, or options in respect of such capital, carrying rights to vote in all circumstances at general meetings of the Company.

COMPETING INTEREST

Apex Digital was founded by Mr. Ji and Mr. Hsu, the executive directors of the Company, and is controlled by Mr. Ji and United Delta, which is equally owned by Mr. Ji and Mr. Hsu. Apex Digital is principally engaged in the wholesaling business of consumer home electronics items under the name of "APEX Digital".

On 10 April 2006, Mr. Hsu disposed all interest in United Delta to Mr. Ji.

On 29 September 2006, Mr. Hsu did not re-elect himself as the executive director at 2005 Annual General Meeting and hence ceased to be the Company's executive director.

Save as disclosed above, none of the directors or the management shareholders of the Company (as defined in the Rules Governing the Listing of Securities on GEM) had an interest in a business which competes or may compete with the business of the Group during the period.

COMPLIANCE WITH CODE OF BEST PRACTICE

To the best knowledge of the Board, the Company had complied with the Code of Best Practice as set out in Appendix 15 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited except for the insufficient independent non-executive directors and the absence of the audit, nomination and remuneration committees.

PURCHASE, SALE AND REDEMPTION OF THE COMPANY'S LISTING SECURITIES

During the period under review, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

By Order of the Board
David Ji Long Fen
Chairman

Hong Kong, 20 October 2006

As at the date of this report, the executive directors of the Company are Mr. David Ji Long Fen and Ms. Alice Hsu Chu Yun.