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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)

POLL RESULTS OF THE 2010 ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING HELD ON 6 MAY 2011

The Board is pleased to announce that all the Proposed Resolutions were duly approved and passed by way of poll at the AGM and the SGM held on 6 May 2011.

Reference is made to the circulars of China Data Broadcasting Holdings Limited (the “**Company**”) dated 22 March 2011 and 11 April 2011, respectively in relation to the general mandates to issue and repurchase shares and the Subscription and Whitewash Waiver. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the circular of the Company dated 11 April 2011.

The board of directors (the “**Board**”) of the Company is pleased to announce that all the proposed resolutions (the “**Proposed Resolutions**”) as set out in each of the notice of the Annual General Meeting dated 21 March 2011 (the “**AGM**”) and the Special General Meeting dated 11 April 2011 (the “**SGM**”) were duly approved and passed as ordinary resolutions by way of poll at the AGM and the SGM both held on Friday, 6 May 2011 and the poll results are set out as follows:

POLL RESULTS OF THE AGM

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To consider and approve the financial statements and the reports of the directors and the auditor for the year ended 31 December 2010.	178,377,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		

* *for identification purposes only*

Ordinary Resolutions		Number of votes (%)	
		For	Against
2.	(a) To re-elect Mr. David Ji Long Fen as a director of the Company.	178,377,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
	(b) To re-elect Mr. Tang Yun as a director of the Company.	178,377,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
	(c) To re-elect Ms. Shi Ping as a director of the Company.	178,377,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
	(d) To authorise the Board to fix the remuneration of all the directors of the Company.	178,377,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
3.	To re-appoint SHINEWING (HK) CPA Limited as the Company's auditor and authorise the Board to fix their remuneration.	178,377,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
4.	To grant a general mandate to the directors of the Company to issue shares of the Company.	178,377,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
5.	To grant a general mandate to the directors of the Company to repurchase the shares of the Company.	178,377,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
6.	To extend the general mandate granted to the directors of the Company to cover shares repurchase by the Company.	178,377,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		

POLL RESULTS OF THE SGM

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To approve the Subscription Agreement and the allotment and issue of the Subscription Shares.	137,529,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		
2.	To approve the Whitewash Waiver.	137,529,340 (100%)	– (0%)
	As more than 50% of the votes were cast in favour of this resolution, the resolution was duly passed.		

The Company's Hong Kong branch share registrar, Hong Kong Registrars Limited, was appointed as the scrutineer for the vote-taking at the AGM and the SGM.

As at the date of the AGM and the SGM, the number of issued shares of the Company was 318,000,000 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the resolutions proposed at the AGM. As disclosed in the circular of the Company dated 11 April 2011, Changhong and parties acting in concert with it, who hold 95,368,000 Shares (representing approximately 29.99% of the total issued share capital of the Company as at the date of the SGM), were required to and had abstained from voting on all the ordinary resolutions as set out in the notice of SGM. Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the ordinary resolutions as set out in the notice of SGM was 222,632,000 Shares (representing approximately 70.01% of the issued share capital of the Company as at the date of the SGM). Save for Mr. David Ji Long Fen's indication that he would vote for the resolutions approving the Subscription and the Whitewash Waiver at the SGM, there were no restrictions on any Shareholders to cast votes on any of the proposed resolutions at the AGM and the SGM.

Immediately after Completion, Changhong and parties acting in concert with it will be interested in 111,368,000 Shares, representing approximately 33.34% of the then enlarged issued share capital of the Company after the Subscription. Save for the Subscription Agreement, none of the Subscriber, directors of the Subscriber, Changhong, directors of Changhong, parties acting in concert with Changhong, parties acting in concert with the Subscriber and the Directors had dealt for value in any Company Securities during the period in the six months preceding the date of the Announcement and the date of the SGM.

By Order of the Board
Yu Xiao
Chairman

Hong Kong, 6 May 2011

As at the date of this announcement, the executive directors of the Company are Mr. David Ji Long Fen, Mr. Yu Xiao, Mr. Tang Yun, Mr. Xiang Chao Yang, Mr. Wu Xiangtao, Mr. Wang Zhenhua and Ms. Shi Ping and the independent non-executive directors of the Company are Mr. Jonathan Chan Ming Sun, Mr. Robert Ip Chun Chung and Mr. Sun Dongfeng.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this announcement misleading.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this announcement and confirm, having made all reasonable inquiries, 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 remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at <http://www.cdb-holdings.com.hk>.