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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the Inside Information Provisions as defined in the GEM Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that based on the review of the management accounts of the Group for the year ended 31 December 2012, the Group is expected to record a loss for the year ended 31 December 2012 as compared to a profit for the same period in 2011.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by China Data Broadcasting Holdings Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions as defined in the GEM Listing Rules.

References are made to the announcement of the Company dated 23 April 2012 (the “**Announcement**”) in relation to, among other things, the proposed Acquisition, reverse takeover involving a new listing application, continuing connected transactions and the Whitewash Waiver, and the circular of the Company dated 12 December 2012 (the “**Circular**”).

The board of directors (the “**Board**”) of the Company (together with its subsidiaries, the “**Group**”) wishes to inform the shareholders of the Company and potential investors that based on the review of the management accounts of the Group for the year ended 31 December 2012, the Group is expected to record a loss for the year ended 31 December 2012 as compared to a profit for the same period in

* For identification purposes only

2011. Such loss was mainly attributable to the impact of the payment of professional fees and expenses incurred for the acquisition, details of which are disclosed in the Announcement and the Circular.

Notwithstanding the above, the Board considers the Group's business operations to be stable and normal during the relevant period.

This profit warning announcement is only based on the review by the directors of the Company of the management accounts of the Group for the year ended 31 December 2012 and not on any data or information audited or reviewed by the Company's auditors. Investors are advised to read carefully the annual report of the Company for the year ended 31 December 2012 which is expected to be released by the end of March 2013.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

By Order of the Board
China Data Broadcasting Holdings Limited
Yu Xiao
Chairman

22 January 2013

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

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with GEM Listing Rules for the purpose of giving information with regard to the Company.

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