



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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of China Data Broadcasting Holdings Limited (the “Company”) will be held at Unit 3701, 37/F., West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong on 9 January 2008 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Messrs. SHINEWING (HK) CPA Limited be and is hereby appointed as the auditors of the Company and its subsidiaries to fill the casual vacancy following the resignation of RSM Nelson Wheeler and to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company be authorized to fix their remuneration.”

By order of the Board
Yu Xiao
Chairman

Hong Kong, 18 December 2007

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company but must be present in person to represent the member.
2. A form for proxy for use at the Special General Meeting is enclosed. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the office of the Company’s branch registrar in Hong Kong, 46/F., Hopewell Centre, 183 Queen’ Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the above meeting or any adjournment thereof, should he so wish.
3. In the case if joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he/she were solely entitled thereto but if more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

4. In accordance with the Bye-Laws of the Company, the following person or members may demand that voting in respect of the resolution to be put to the Special General Meeting shall be taken on a poll:
- (a) the chairman of such meeting; or
 - (b) at least three members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
 - (c) by a member or members present in person or in the case of a member being a corporation by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all members having the right to vote at the meeting; or
 - (d) by a member or members present in person or in the case of a member being a corporation by its duly authorized representing or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all shares conferring that right.

A poll may be demanded before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll.

5. The votes to be taken at the meeting will be by way of a poll.

* *For identification only*