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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)

NOTICE OF SGM

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 Tuesday, 29 December 2009 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**, the revised cap in relation to the purchase of certain consumer electronic products by the Company and its subsidiaries from Sichuan Changhong Electric Co. Limited (“Changhong”) and its subsidiaries for the year ending 31 December 2009 under the purchase agreement dated 18 April 2007 entered into between the Company and Changhong will not exceed HK\$1,250,000,000 be and is hereby approved, ratified and confirmed.”
2. **“THAT:**
 - (a) the agreement (the “New Master Supply Agreement”) dated 20 November 2009 entered into between the Company and Changhong, a copy of which marked “A” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in relation to the supply on an ongoing basis of electric products and components including but not limited to LCD screens, PDP screens, Cathode Ray Tube and various parts and components such as Integrated Circuit, plugs, sockets and voltage regulators etc which may be required by Changhong and its subsidiaries and which the Group may be able to supply in circumstances which are of commercial benefit to the Group, and the terms of and the transactions contemplated under the Master Supply Agreement and the implementation thereof be and are hereby approved, ratified and confirmed;

* *For identification only*

- (b) the proposed caps in relation to the transactions under the New Master Supply Agreement for each of the years ending 31 December 2010, 31 December 2011 and 31 December 2012 will not exceed HK\$2,090,000, HK\$2,299,000 and HK\$2,528,900 respectively be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the New Master Supply Agreement.”

3. **“THAT:**

- (a) the agreement (the “New Master Purchase Agreement”) dated 20 November 2009 entered into between the Company and Changhong, a copy of which marked “B” is tabled at the meeting and initialed by the chairman of the meeting for identification purpose, in relation to the purchase on an ongoing basis of consumer electronic products such as colour televisions, air-conditioners and Fridges etc which may be required by the Group and which Changhong and its subsidiaries may be able to supply in circumstances which are of commercial benefit to the Group, and the terms of and the transactions contemplated under the New Master Purchase Agreement and the implementation thereof be and are hereby approved, ratified and confirmed;
- (b) the proposed caps in relation to the transactions under the New Master Purchase Agreement for each of the years ending 31 December 2010, 31 December 2011 and 31 December 2012 will not exceed HK\$1,375,000, HK\$1,512,500 and HK\$1,663,750 respectively be and are hereby approved; and
- (c) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to execute all such other documents, instruments and agreements and to do all such acts or things deemed by him/them to be incidental to, ancillary to or in connection with the matters contemplated in the New Master Purchase Agreement.”

By order of the Board

Yu Xiao

Chairman

Hong Kong, 10 December 2009

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

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

This announcement, for which the directors of the Company 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 of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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