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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of the shareholders of China Data Broadcasting Holdings Limited (the “**Company**”) will be held at Gloucester Room, 2/F, Mandarin Oriental Hong Kong, 5 Connaught Road, Central, Hong Kong on Tuesday, 8 January 2013 at 9:30 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions numbered 1 to 5 as ordinary resolutions of the Company and passing (without modifications) the following resolutions numbered 6 to 7 as special resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (i) the conditional sale and purchase agreement dated 28 March 2012 (the “**Acquisition Agreement**”) made among the Company as purchaser, Fit Generation as vendor and Changhong (Hong Kong) Trading as guarantor (both as defined in the circular of the Company dated 12 December 2012 (the “**Circular**”), a copy of which is marked “A” and tabled before the Meeting and initialled by the chairman of the Meeting for identification purpose) in respect of the sale and purchase of the entire issued share capital of Target Co BVI (as defined in the Circular), a copy of which is marked “B” and tabled before the Meeting and initialled by the chairman of the Meeting for identification purpose, and the transactions contemplated under it and all other incidental transactions be and are hereby approved, ratified and confirmed; and

* *For identification purposes only*

- (ii) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign and execute all such documents, instruments and agreements, and to do all such acts or things, as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with item (i) of this Ordinary Resolution.”

2. **“THAT:**

- (i) the waiver granted or to be granted by the executive director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any of his delegates) in accordance with Note 1 on Dispensations from Rule 26 of the Hong Kong Code on Takeovers and Mergers in respect of the obligation of the Sichuan Changhong Concert Party Group (as defined in the Circular) to make an unconditional mandatory general offer for all the issued Ordinary Shares (as defined in the Circular) not already owned or agreed to be acquired by the Sichuan Changhong Concert Party Group as a result of the issue of the New Ordinary Shares (as defined in the Circular) to Fit Generation be and is hereby approved; and
- (ii) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign and execute all such documents, instruments and agreements, and to do all such acts or things, as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with item (i) of this Ordinary Resolution.”

3. **“THAT** conditional upon the passing of Ordinary Resolutions No. 1, No. 2 and No. 5 and the passing of Special Resolution No. 7 set out in the notice convening the Meeting, the grant of a specific mandate for the allotment and issue of the New Ordinary Shares, the New Convertible Preference Shares (as defined in the Circular) and the Conversion Shares be and is hereby approved.”

4. **“THAT** conditional upon the passing of Ordinary Resolutions No.1 to No. 3 set out in the notice convening the Meeting:

- (i) the New Master Supply Agreement (as defined in the Circular), a copy of which is marked “C” and tabled before the Meeting and initialled by the chairman of the Meeting for identification purpose, and the continuing connected transactions contemplated under it be and are hereby approved, and the proposed annual caps of the continuing connected transactions contemplated under the New Master Supply Agreement set out in the Circular be and are hereby approved;
- (ii) the New Master Purchase Agreement (as defined in the Circular), a copy of which is marked “D” and tabled before the Meeting and initialled by the chairman of the Meeting for identification purpose, and the continuing connected transactions contemplated under it be and are hereby approved, and the proposed annual caps of the continuing connected transactions contemplated under the New Master Purchase Agreement set out in the Circular be and are hereby approved; and

- (iii) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign and execute the New Master Supply Agreement and New Master Purchase Agreement and all such documents, instruments and agreements, and to do all such acts or things, as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with items (i) and (ii) of this Ordinary Resolution.”
5. “**THAT** conditional upon the passing of Ordinary Resolutions No. 1 to No. 3 set out in the notice convening the Meeting:
- (i) the authorised share capital of the Company be and is hereby increased from HK\$30,000,000 to HK\$200,000,000 by the creation of 3,000,000,000 non-redeemable restricted voting convertible cumulative preference shares of HK\$0.025 each (“Convertible Preference Shares”) and 3,800,000,000 new ordinary shares of HK\$0.025 each, having the rights and restrictions as set out in the Bye-laws of the Company to be adopted pursuant to Special Resolution No. 7 set out in the notice convening the Meeting, such that following such increase, the authorised share capital of the Company will be HK\$200,000,000 divided into 5,000,000,000 ordinary shares of HK\$0.025 each and 3,000,000,000 Convertible Preference Shares of HK\$0.025 each; and
- (ii) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign and execute all such documents, instruments and agreements, and to do all such acts or things, as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with item (i) of this Ordinary Resolution.”

SPECIAL RESOLUTIONS

6. “**THAT** conditional upon the passing of Ordinary Resolutions No. 1 to No. 3 set out in the notice convening the Meeting and:
- (i) subject to and conditional upon the approval of the Registrar of Companies of Bermuda, the English name of the Company be changed to Changhong Jiahua Holdings Limited (the “**Primary Name**”) and the Chinese name of 長虹佳華控股有限公司 (the “**Secondary Name**”) be adopted as the new secondary name of the Company (the “**Change of Company Name**”) with effect from the date on which the Primary Name and Secondary Name are entered on the register of companies maintained by the Registrar of Companies in Bermuda; and
- (ii) any one or more Directors be and are hereby authorised for and on behalf of the Company to execute all such documents, instruments and agreements and to do all such acts or things deemed by them to be incidental to, ancillary to or in connection with the matters contemplated in and for completion of the proposed Change of Company Name.”

7. “**THAT** conditional upon the passing of Ordinary Resolutions No. 1 to No. 3 and No. 5 and Special Resolution No. 6 set out in the notice convening the Meeting:
- (i) “the Bye-laws of the Company in the form of the document marked “E” and tabled before the Meeting and initialled by the chairman of the Meeting for identification purpose, which includes, inter alia, all of the terms of the Convertible Preference Shares referred to in Ordinary Resolution No.5 set out in the notice convening the Meeting, be approved and adopted as the new Bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company with immediate effect; and
 - (ii) the directors of the Company be and are hereby authorised for and on behalf of the Company to sign and execute all such documents, instruments and agreements, and to do all such acts or things, as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with this Special Resolution.”

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

Hong Kong, 12 December 2012

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. Sun Dongfeng and Mr. Cheng Yuk Kin.

This announcement, for which the directors collectively and individually accept full responsibility, includes particulars given in compliance with the listing rules of The Growth Enterprise Market (“GEM”) of the Stock Exchange for the purpose of giving information with regard to the Company.

The directors of the Company 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>.