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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)

- DESPATCH OF THE CIRCULAR IN RELATION TO**
- (1) CONNECTED TRANSACTION AND VERY SUBSTANTIAL ACQUISITION**
 - (2) REVERSE TAKEOVER INVOLVING A NEW LISTING APPLICATION**
 - (3) PROPOSED GRANT OF SPECIFIC MANDATE TO ISSUE SHARES**
 - (4) APPLICATION FOR WHITEWASH WAIVER**
 - (5) CONTINUING CONNECTED TRANSACTIONS**
 - (6) PROPOSED CHANGE OF COMPANY NAME**
 - (7) PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**
 - (8) PROPOSED ADOPTION OF NEW BYE-LAWS**

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 transaction and the Whitewash Waiver, the announcements of the Company dated 14 May 2012, 16 May 2012, 31 August 2012 and 31 October 2012 in relation to the delay in despatch of the Circular, the announcements of the Company dated 28 September 2012 and 7 December 2012 in relation to the extension of the Long Stop Date and the announcement of the Company dated 7 December 2012 in relation to the non-exempt continuing connected transactions contemplated under the Framework Agreements. Unless otherwise defined, capitalised terms used herein shall have the same meanings as they are defined in the Circular.

The Circular in relation to the transactions contemplated under the Announcement which include, among other things, the Acquisition, the Whitewash Waiver, the proposed grant of a specific mandate to issue Shares, and the Framework Agreements has been despatched on 12 December 2012.

* *For identification purposes only*

Shareholders are encouraged to review the Circular carefully, in particular, the letter of advice from TC Capital as the independent financial adviser to the Independent Shareholders and Independent Board Committee and the recommendation from the Independent Board Committee before making a decision on whether or not to vote in favour of the resolutions in relation to the Acquisition, the Whitewash Waiver, the grant of a specific mandate to issue Shares, the Framework Agreements, the increase in the authorised share capital, change of name of the Company and the adoption of the new Bye-laws to be proposed at the SGM.

It should be noted that the transactions contemplated in the Acquisition Agreement are subject to a number of conditions, which may or may not be fulfilled. In addition, the approval of the New Listing Application to be made by the Company and the Whitewash Waiver may or may not be granted. Shareholders of the Company and potential investors should exercise caution when they deal or contemplate dealing in the shares or other securities of the Company.

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>.