



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)

### PROXY FORM FOR THE SPECIAL GENERAL MEETING to be held on Tuesday, 8 January 2013 (or at any adjournment thereof)

I/We <sup>(1)</sup> \_\_\_\_\_

of <sup>(1)</sup> \_\_\_\_\_

being the registered holder(s) of <sup>(2)</sup> \_\_\_\_\_ shares

of HK\$0.025 each in the share capital of China Data Broadcasting Holdings Limited (the "Company"). HEREBY

APPOINT <sup>(3)</sup> \_\_\_\_\_

of \_\_\_\_\_

as my/our proxy to act for me/us and on my/our behalf at the Special General Meeting of the Company to 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. and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

Resolution	For <sup>(6)</sup>	Against <sup>(6)</sup>
Ordinary Resolution 1 <sup>(4)</sup> – To approve the Acquisition Agreement		
Ordinary Resolution 2 <sup>(4)</sup> – To approve the Whitewash Waiver		
Ordinary Resolution 3 <sup>(4)</sup> – To approve the specific mandate		
Ordinary Resolution 4 <sup>(4)</sup> – To approve the New Master Supply Agreement and New Master Purchase Agreement		
Ordinary Resolution 5 <sup>(4)</sup> – To approve increase in authorised share capital		
Special Resolution 6 <sup>(5)</sup> – To approve change of name		
Special Resolution 7 <sup>(5)</sup> – To approve adoption of New Bye-laws		

Dated this \_\_\_\_\_ day of \_\_\_\_\_

Signature(s) <sup>(7)</sup> \_\_\_\_\_

#### Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. Please insert the name and address of the proxy appointed. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOU PROXY.** A member may appoint one or more proxies to attend the meeting and vote for him. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
4. The full text of the ordinary resolution is set out in the Notice of Special General Meeting contained in the circular of the Company dated 12 December 2012 which is sent to shareholders of the Company together with this proxy form.
5. The full text of the special resolution is set out in the Notice of Special General Meeting contained in the circular of the Company dated 12 December 2012 which is sent to shareholders of the Company together with this proxy form.
6. **IMPORTANT: If you wish to vote for any of the resolutions, tick in the appropriate box marked "FOR". If you wish to vote against any of the resolutions, tick in the appropriate box marked "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to above.
7. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorized.
8. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at the meeting, in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
9. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be completed and lodged with the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited of 17M floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of this form of proxy will not preclude shareholders from attending the meeting and voting in person if they so wish.
10. Attendants should bear their own travelling, accommodation and other expenses.

\* for identification only