



TC Capital Asia Limited
天財資本亞洲有限公司

12 December 2012

China Data Broadcasting Holdings Limited
Unit 3701, 37/F, West Tower, Shun Tak Centre
168-200 Connaught Road Central
Hong Kong

Dear Sirs,

**China Data Broadcasting Holdings Limited (the “Company”)
Deemed new listing on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited**

We refer to the Circular of the Company dated 12 December 2012 (the “Circular”) in connection with the proposed deemed new listing of its shares on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

We hereby give our consent and confirm that we have not withdrawn our consent to the issue of the Circular with the inclusion therein of our name, and our opinion, in the form and context in which they respectively appear in the Circular.

We also consent to this letter and the letter referred to above being made available for inspection as described in the Circular.

Yours faithfully,

Edward Wu
TC Capital Asia Limited
Managing Director