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# Conyers Dill & Pearman

11 December 2012

Matter No.: 808757  
Doc Ref: 2324149v2

2842 9531  
Anna.Chong@conyersdill.com

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

Dear Sirs,

Re: **China Data Broadcasting Holdings Limited (the "Company")**

We refer to the circular dated 11 December 2012 (the "Circular") in respect of, inter alia, the proposed connected transaction and very substantial acquisition of the Company.

We hereby give our consent to the issue of the Circular with the inclusion in the Circular of references to our name, and of the summary of certain aspects of Bermuda company law, in the form and context in which they respectively appear.

We consent to this letter and our letter of advice summarising certain aspects of Bermuda company law referred to in Appendix IV to the Circular being made available for public inspection as described in the Circular.

Yours faithfully,

**Conyers Dill & Pearman**