



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 use at the Special General Meeting to be held at Unit 3701, 37/F., West Tower, Shun Tak Centre, 168-200 Connaught Road, Central, Hong Kong at 11:00 a.m. on Friday, 6 May 2011 (or, if later, immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same date at the same place at 10:30 a.m. on Friday, 6 May 2011), (or any adjournment thereof)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2) of HK\$0.025 each in the capital of China Data Broadcasting Holdings Limited (the "Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or ^(Note 3) _____
of _____

as my/our proxy to attend and vote for me/us at the Special General Meeting of the Company to be held at Unit 3701, 37/F., West Tower, Shun Tak Centre, 168-200 Connaught Road, Central, Hong Kong at 11:00 a.m. on Friday, 6 May 2011 (or, if later, immediately after the conclusion or adjournment of the annual general meeting of the Company to be held on the same date at the same place at 10:30 a.m. on Friday, 6 May 2011), (or at any adjournment thereof) and in particular (but without limitation) as indicated below or, if no such indication is given, as my/our proxy may think fit:

Ordinary Resolutions ^(Note 4)		FOR ^(Note 5)	AGAINST ^(Note 5)
1.	To approve the Subscription Agreement and the allotment and issue of the Subscription Shares.		
2.	To approve the Whitewash Waiver.		

Dated this _____ day of _____ 2011 Shareholder's Signature ^(Note 6): _____

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) to which this proxy form relates. If no number is inserted, this proxy form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out "**THE CHAIRMAN OF THE MEETING or**" and insert the name and address of the proxy desired in the space provided. If no name is inserted, the Chairman of the meeting will act as your proxy. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, PLEASE TICK THE BOX MARKED "FOR" BESIDE THE RESOLUTION. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, PLEASE TICK THE BOX MARKED "AGAINST" BESIDE THE RESOLUTION.** Failure to tick either 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 in the notice convening the meeting.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer, attorney or other person duly authorised.
6. Where there are joint holders of any share in the Company, any one of such joint holder 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, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
7. In order to be valid, this proxy form and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company's branch share registrar in Hong Kong, 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 any adjournment thereof (as the case may be).
8. A member holding two or more shares may appoint more than one proxy to attend and vote on his behalf at the meeting. The proxy need not be a member of the Company but must attend the meeting in person to represent you.
9. Completion and deposit of the proxy form will not preclude you from attending and voting at the meeting if you so wish.

* For identification purpose only