



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)

SALE AND PURCHASE OF SHARES IN THE COMPANY

The Company has been informed that on 13 February 2007, Sichuan Investment entered into an agreement with Apex Digital and Mr. Ji under which Sichuan Investment has agreed to purchase 69,829,340 Shares and 13,180,000 Shares representing approximately 21.96% and approximately 4.14% of the issued share capital of the Company from Apex Digital and Mr. Ji respectively, at the consideration of HK\$0.72 per Share.

Pursuant to the completion of the Agreement, the total number of Shares held by Mr. Ji has decreased from 57,700,000 Shares to 44,520,000 Shares, representing a decrease from approximately 18.14% to approximately 14% of the issued share capital of the Company and Apex Digital no longer holds any Share (assuming they have not made other acquisitions and/or disposals of Shares in the meantime).

The Shares were suspended from trading on the Stock Exchange with effect from 9:31 a.m. on 28 December 2004 and remain suspended pending further announcement in respect of the matters relating to the announcement dated 25 January 2005.

Sale and purchase of Shares

The Company has been informed that on 13 February 2007, Sichuan Investment entered into an agreement with Apex Digital and Mr. Ji under which Sichuan Investment has agreed to purchase 69,829,340 Shares and 13,180,000 Shares representing approximately 21.96% and approximately 4.14% of the issued share capital of the Company from Apex Digital and Mr. Ji respectively, at the consideration of HK\$0.72 per Share.

As disclosed in the notice filed by Sichuan Investment pursuant to the SFO, Sichuan Investment is accordingly deemed to be interested in an aggregate of 83,009,340 Shares, representing approximately 26.1% of the issued share capital of the Company.

* *For identification purposes only*

Pursuant to the completion of the Agreement, the total number of Shares held by Mr. Ji has decreased from 57,700,000 Shares to 44,520,000 Shares, representing a decrease from approximately 18.14% to approximately 14% of the issued share capital of the Company and Apex Digital no longer holds any Share (assuming they have not made other acquisitions and/or disposals of Shares in the meantime).

The Company has been informed that Sichuan Investment is an asset management company incorporated in the PRC and is wholly owned by 四川省投資集團有限責任公司 (Sichuan Provincial Investment Group Co., Ltd. *); which is in turn wholly owned by, and subject to the administrative authority of, 四川省國有資產監督管理委員會 (Sichuan Province State-owned Assets Supervision and Administration Commission*).

Details of the Company's shareholding structure before and after completion of the Agreement and as at the date hereof:

Name of Shareholders	Immediately before completion of the Agreement		After completion of the Agreement and as at the date hereof ¹	
	Number of Shares	Approximate percentage (%)	Number of Shares	Approximate percentage (%)
Substantial Shareholders				
Changhong	95,368,000	29.99	95,368,000	29.99
Apex Digital	69,829,340	21.96	0	0
Mr. Ji	57,700,000	18.14	44,520,000	14.00
Sichuan Investment	0	0	83,009,346	26.10
Sub total	222,897,340	70.09	222,897,340	70.09
Public Shareholders				
Mr. Xu Gaohui ²	22,350,000	7.03	22,350,000	7.03
Other public	72,752,660	22.88	72,752,660	22.88
	318,000,000	100.00	318,000,000	100.00

Notes:

1. Assuming no other acquisitions and/or disposals of Shares in the meantime.
2. Mr. Xu Gaohui was previously a senior executive of the Company and has left the Company since 1 June 2005.

Suspension of trading

The Shares were suspended from trading on the Stock Exchange with effect from 9:31 a.m. on 28 December 2004 and remain suspended pending further announcement in respect of the matters relating to the announcement dated 25 January 2005.

Definition

“Agreement”	the agreement dated 13 February 2007 between Sichuan Investment, Apex Digital and Mr. Ji under which Sichuan Investment has agreed to purchase 69,829,340 Shares and 13,180,000 Shares representing approximately 21.96% and approximately 4.14% of the issued share capital of the Company from Apex Digital and Mr. Ji respectively at the consideration of HK\$0.72 per Share
“Apex Digital”	Apex Digital Inc., a company incorporated in California, United States of America and a substantial shareholder of the Company holding approximately 21.96% of the issued share capital of the Company and which is controlled by Mr. Ji
“Changhong”	Sichuan Changhong Electric Co. Limited, a company incorporated in the PRC and whose shares are listed on the Shanghai Stock Exchange
“Company”	China Data Broadcasting Holdings Limited, a company incorporated in Bermuda with limited liabilities and whose shares are listed on GEM
“GEM”	Growth Enterprise Market of the Stock Exchange
“HK\$”	Hong Kong Dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Mr. Ji”	Mr. David Ji Long Fen, an executive director of the Company and is directly and indirectly interested in an aggregate of approximately 14% of the issued share capital of the Company as at the date of this announcement
“PRC”	the People’s Republic of China
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

“Shares”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Sichuan Investment”	四川川投資產管理有限責任公司 (Sichuan Investment Management Company Limited*), a limited liability company established in the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

For and on behalf of
China Data Broadcasting Holdings Limited
Yu Xiao
Chairman

Hong Kong, 2 May 2007

As at the date of this announcement, the executive directors of the Company are David Ji Long Fen, Xiang Chao Yang, Du Jun, Tang Yun, Yu Xiao and Wang Zhenhua and the independent non-executive directors of the Company are Chan Ming Sun, Jonathan, Ip Chun Chung, Robert and Sun Dongfeng.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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.