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**China Data Broadcasting Holdings Limited**  
(中華數據廣播控股有限公司)\*  
*(incorporated in Bermuda with limited liability)*

**ANNOUNCEMENT**  
**POSSIBLE CHANGE OF CONTROL OF THE COMPANY**

**Financial advisor to the Company**



**Oriental Patron Asia Limited**

The Board announces that the discussion between Apex Digital and Ultra Challenge in respect of the intended transfer of the Shares held by Ultra Challenge to Apex Digital (the “**Proposal**”) is still in progress. If the Proposal materialises, it will result in a change of control of the Company and will trigger an obligation on the part of Apex Digital to make a general offer in compliance with the Takeovers Code to acquire all the issued Shares (other than those already owned by Apex Digital or parties acting in concert with it).

As at the date of this announcement, no legally binding contract and/or agreement in relation to the Proposal has been entered into. Accordingly, the Proposal may or may not materialise and such discussion may or may not result in a change of control.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

The Shares have been suspended from trading on the Stock Exchange from 3:47 p.m. on 20 December 2002 pending the release of this announcement. Application has been made to the Stock Exchange for resumption of trading in the Shares with effect from 9:30 a.m. on 18th February 2003.

Further to the announcement dated 23 December 2002 of the Company regarding a possible change of control of the Company, the board of the directors (the “**Board**”) of China Data Broadcasting Holdings Limited (the “**Company**”) wishes to inform the shareholders of the Company on the latest development of the matter.

The Board announces that the discussion between Apex Digital Inc. (“**Apex Digital**”), a substantial shareholder of the Company which holds 80,000,000 shares of the Company (the “**Shares**”), representing 25.16% interests in the Company, and Ultra Challenge Limited (“**Ultra Challenge**”), the controlling shareholder of the Company which holds 171,900,000 Shares, representing 54.06% interests in the Company, in respect of the intended transfer of the Shares held by Ultra Challenge to Apex Digital (the “**Proposal**”) is still in progress. The discussion between Apex Digital and Ultra Challenge is at an advanced stage and the terms of the Proposal are being finalized. If the Proposal materialises, it will result in a change of control of the Company and will trigger an obligation on the part of Apex Digital to make a general offer in compliance with Rule 26 of the Code on Takeovers and Mergers (the “**Takeovers Code**”) to acquire all the issued Shares (other than those already owned by Apex Digital or parties acting in concert with it). Meanwhile, Apex Digital is ascertaining dealings by the parties acting in concert with or regarded as acting in concert with Apex Digital and is arranging financial resources for the purpose of the possible general offer.

As at the date of this announcement, no legally binding contract and/or agreement in relation to the Proposal has been entered into. Accordingly, the Proposal may or may not materialise and such discussion may or may not result in a change of control.

The Board will keep the shareholders and potential investors informed of the latest progress of the Proposal as and when appropriate and in accordance with the Takeovers Code and the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange.

**Shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.**

The Shares have been suspended from trading on the Stock Exchange from 3:47 p.m. on 20 December 2002 pending the release of this announcement. Application has been made to the Stock Exchange for resumption of trading in the Shares with effect from 9:30 a.m. on 18th February 2003.

**BY ORDER OF THE BOARD**  
**Professor Kou Jisong**  
*Chairman*

Hong Kong, 17 February 2003

*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 Announcement” page for 7 days from the day of its posting thereon.*