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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 IN RESPECT OF CONCENTRATION OF PUBLIC FLOAT

This announcement is made in respect of the high concentration of holding of the shares of the Company (the “**Shares**”) held by a limited number of holders as at 6 March 2003.

Shareholders and potential investors of the Company are reminded to exercise cautious when dealing in the Shares.

The Shares have been suspended from trading on the Stock Exchange from 9:30 a.m. on 27 March 2003 and will remain suspended until further announcement in relation to a possible change in control of the Company.

The Board was informed by the Stock Exchange on 12 May 2003 that on the basis of the review provided by the Securities and Futures Commission, as at 6 March 2003, an aggregate of 63,330,000 Shares which represented 19.92% of the issued share capital of the Company were held by 6 public shareholders. In aggregate with the respective 54.06% and 25.16% shareholdings held by Ultra Challenge Limited (“Ultra Challenge”) and Apex Digital Inc. (“Apex Digital”), they accounted for 99.14% of the issued share capital of the Company. As such, there was only 0.86% of the issued share capital of the Company in the hands of other shareholders.

As at 6 March 2003, the following interests of the Company were noted:

	Number of Shares held	Percentage of total number of issued Shares
Ultra Challenge (<i>note 1</i>)	171,900,000	54.06%
Apex Digital (<i>note 2</i>)	80,000,000	25.16%
6 public shareholders (<i>note 3</i>)	63,330,000	19.92%
Other public shareholders	<u>2,770,000</u>	<u>0.86%</u>
Total	<u>318,000,000</u>	<u>100%</u>

(1) The shares in Ultra Challenge are held by Professor Kou Jisong, the Chairman of the Company, and Mr. Choi Kwok Yat as the trustees on terms of a fixed trust and the beneficiaries of the trust are Professor Li Min Qiang, Mr. Wang Guang Xin, Madam Bu Dongmei, Mr. Dong Jian Xin, Mr. Yao Xiao Dong, Mr. Tang Bin, Mr. Zhang Renli, Mr. Li Jiancheng, Ms. Yue Shishuang, Mr. Li Yongchao, Mr. Sun Lianwen, Mr. Xiong Kai, Mr. Ye Ting, Mr. Han Tao, Mr. Ne Yue, Mr. Wang Chaowen, Mr. Cheng Ze and Ms Lu Yan Hong. None of these beneficiaries had an effective interest amounting to 10% or more of the issued share capital of the Company.

(2) As stated in the Company's announcements dated 23 December 2002 and 17 February 2003, Apex Digital has entered into discussions with Ultra Challenge in respect of the intended acquisition of the Shares by Apex Digital from Ultra Challenge (the "Proposal"). At the date of this announcement, the discussion between Apex Digital and Ultra Challenge is still in progress and the terms of the Proposal are being finalized. If the Proposal materializes, it will result in 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 to acquire all the issued Shares (other than those already owned by Apex Digital or parties acting in concert with it).

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 materialize and such discussion may or may not result in a change of control.

(3) One of the 6 shareholders was Pacific Top Holdings Limited, which held 8,100,000 Shares or 2.55% of the issued share capital of the Company as at 6 March 2003. Pacific Top was a fellow subsidiary of Oriental Patron Asia Limited, which was the retained sponsor of the Company since its listing in 2000 until 31 December 2002.

Having made enquiries of the directors of the Company (the "Directors") and Ultra Challenge and Apex Digital regarding the interests of the connected persons in the Shares, each of the Directors and Ultra Challenge and Apex Digital confirmed that he/she/it and his/her/its associates (as defined in the

Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the (“**GEM Listing Rules**”)) have no other interest, whether held by himself/herself/itself or his/her/its associates or through HKSCC Nominees Limited in the Shares, save as those disclosed in the annual report of the Company dated 24 March 2003 or in this announcement.

As far as the Directors are aware of, Ultra Challenge and Apex Digital are the only substantial shareholders of the Company as at 6 March 2003.

The Board confirms that there is sufficient number of Shares held by the public in compliance with the public float requirement under Rule 11.23 of the GEM Listing Rules. Given the concentration of the public float of the Company in hands of a limited number of shareholders as at 6 March 2003, the Company hereby makes the announcement to keep the market promptly informed of this circumstance.

Shareholders and potential investors of the Company are reminded to exercise cautious when dealing in the Shares.

The Shares have been suspended from trading on the Stock Exchange from 9:30 a.m. on 27 March 2003 and will remain suspended until further announcement in relation to a possible change in control of the Company.

By Order of the Board
China Data Broadcasting Holdings Limited
Professor Kou Jisong
Chairman

Hong Kong, 13 May 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.

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