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**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)

RESIGNATION OF DIRECTORS

The board of directors of China Data Broadcasting Holdings Limited (the “Company”) hereby announces that Professor Kou Jisong (“Professor Kou”) resigns as an Executive Director of the Company and that Mr. Li Shan Hai (“Mr. Li”) and Mr. Wang Fu Sun (“Mr. Wang”) resign as Independent Non-Executive Directors and audit committee members of the Company due to personal reasons with effect from 20 December 2004. Professor Kou, Mr. Li and Mr. Wang confirm that there are no matters that need to be brought to the attention of the Company’s shareholders and there are no disagreements with the Board. The Company would like to express appreciation towards Professor Kou, Mr. Li and Mr. Wang for their contributions to the Company.

Following the resignation of Mr. Li and Mr. Wang, the Board has no independent non-executive directors and audit committee members and therefore has not been in compliance with Rules 5.05 and 5.28 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (the “GEM Listing Rules”), respectively. According to rules 5.05 and 5.28 of the GEM Listing Rules, the Company must have at least 3 independent non-executive directors and the Audit Committee must comprise a minimum of 3 members.

The Company has identified one suitable candidate to be the independent non-executive director of the Company and lodged the relevant director’s declaration, undertaking and acknowledgment with the Stock Exchange. In addition, the Company will try its best endeavours to identify suitable candidates to fill in the remaining vacancy within the period as required under rule 5.06 of the GEM Listing Rules. Further announcement in relation to the appointment of the new independent non-executive directors will be made by the Company as and when appropriate in accordance with the GEM Listing Rules.

By order of the Board
David Ji Long Fen
Chairman

Hong Kong, 21 December 2004

* *For identification purposes only*

At the date of announcement, the executive directors of the Company are Mr. David Ji Long Fen, Mr. Anle Hsu Ann Keh and Ms. Alice Hsu Chu Yun.

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 at least 7 days from the day of its posting thereon.