



**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)

## PROXY FORM FOR THE SPECIAL GENERAL MEETING

I/We<sup>(1)</sup> \_\_\_\_\_  
of<sup>(1)</sup> \_\_\_\_\_

being the registered holder(s) of<sup>(2)</sup> \_\_\_\_\_ shares of HK\$0.025 each in the share capital of China Data Broadcasting Holdings Limited (the "Company"). HEREBY APPOINT<sup>(3)</sup> the Chairman of the meeting or \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to act for me/us and on my/our behalf at the Special General Meeting of the Company to be held at 9:00 a.m. (Hong Kong time) on 29 March 2005 at 2919 E, Philadelphia Street, Ontario, CA 91761, United States of America and at any adjournment thereof and to vote for me/us and in my/our name(s) in respect of such resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

Ordinary Resolution	For <sup>(4)</sup>	Against <sup>(4)</sup>
To appoint Messrs. RSM Nelson Wheeler as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at a fee to be fixed by the board of directors of the Company.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2005 Signature(s)<sup>(7)</sup> \_\_\_\_\_

*Notes:*

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the share capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired in the space provided. Any shareholder may appoint one or more proxies to attend and, on a poll, vote instead of him. A proxy need not be a shareholder of the Company.
4. **IMPORTANT:** If you wish to vote for any of the resolutions, tick in the appropriate box marked "**FOR**". If you wish to vote against any of the resolutions, tick in the appropriate box marked "**AGAINST**". Failure to tick a 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 above.
5. This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, either under its common seal or under the hand of an officer or attorney duly authorized.
6. Where there are joint registered holders of any share, any one of such persons 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, in person or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
7. To be valid, this form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be completed and lodged with the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited of 46th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting. Completion and return of the form of proxy will not preclude shareholders from attending the meeting and voting in person if they so wish.
8. Attendants should bear their own travelling, accommodation and other expenses.

\* for identification only