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神州数码
Digital China

DIGITAL CHINA HOLDINGS LIMITED

(神州數碼控股有限公司*)

(Incorporated in Bermuda with limited liability)

(Stock Code: 00861)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “SGM”) of Digital China Holdings Limited (the “Company”) will be held at Harbour View Ballroom I, Level 4, Four Seasons Hotel Hong Kong, 8 Finance Street, Central, Hong Kong on Wednesday, 26 August 2015 at 3:30 p.m. or any adjournment thereof (as the case may be) for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

“THAT:

- (a) an agreement dated 7 August 2015 entered into between Digital China Limited (“DCL”), the Company and 深圳市深信泰豐(集團)股份有限公司 (Shenzhen Shenxin Taifeng Group Co., Ltd.*) (“Shenxin Taifeng”) in respect of the disposal by DCL to Shenxin Taifeng of the 100% equity interests held by it in three companies, namely, 神州數碼(中國)有限公司 (Digital China (China) Limited*), 上海神州數碼有限公司 (Shanghai Digital China Limited*) and 廣州神州數碼信息科技有限公司 (Guangzhou Digital China Information Technology Co., Ltd.*), a copy of which has been produced before the SGM (marked “A” and initialled by the chairman of the SGM for the purpose of identification), the terms thereof and all the transactions contemplated thereunder, as well as all the transactions contemplated under the agreements each dated 7 August 2015 entered into between Shenxin Taifeng and each of Mr. Guo Wei and 中信建投基金管理有限公司 (China Fund Management Co., Ltd.*) (with Mr. Yan Guorong as one of the asset trustees who provide the funds for subscription of new ordinary shares to be issued by Shenxin Taifeng) in respect of the subscription of an aggregate of 184,387,503 out of the 296,096,903 new ordinary shares to be issued by Shenxin Taifeng, representing approximately 28.19% of the issued share capital of Shenxin Taifeng as enlarged by the issue of the new ordinary shares, copies of which have been produced before the SGM (marked “B” and initialled by the chairman of the SGM for the purpose of identification), as well as the non-competition undertakings executed by the Company in favour of Shenxin Taifeng dated 7 August 2015, a copy of which has been produced before the SGM (marked “C” and

initialled by the chairman of the SGM for the purpose of identification), the terms thereof and all the transactions contemplated thereunder, are hereby approved, ratified and confirmed; and

- (b) subject to the conditions set out in the paragraph headed “Financial Impact of the Disposal, Intended Use of Proceeds and Proposed Conditional Special Cash Dividend” of the “Letter from the Board” in the circular dated 9 August 2015 (the “**Circular**”) issued by the Company to its shareholders accompanying the notice convening the SGM of which this resolution forms part having been satisfied, the distribution of special dividend in cash of HK\$3.20 per share to the shareholders of the Company (the “**Distribution**”) be and is hereby approved; and the directors of the Company be and are hereby authorised to make, sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the new bye-laws of the Company) in connection with the Distribution and to do and take all such action, steps, deeds and things in such manner and to sign all documents as they may deem necessary, desirable or appropriate to give effect to the Distribution, including without limitation to exercise the powers and authorities conferred under the new bye-laws of the Company and the applicable law and regulations in Hong Kong in respect of the Distribution.”

By Order of the Board
Digital China Holdings Limited
(神州數碼控股有限公司*)
LIN Yang
Chief Executive Officer

Hong Kong, 9 August 2015

* *For identification purpose only*

Registered office:

Canon’s Court
22 Victoria Street
Hamilton HM 12
Bermuda

**Head Office and Principal Place
of Business in Hong Kong:**

Suite 2008, 20th Floor
Devon House, Taikoo Place
979 King’s Road, Quarry Bay
Hong Kong

Notes:

- (i) For the purposes of determining shareholders’ eligibility to attend and vote at the SGM, the register of members of the Company will be closed. Details of such closure are set out below:

Latest time to lodge transfer documents for registration 4:30 p.m. on Monday, 24 August 2015

Closure of register of members Tuesday, 25 August 2015 to Wednesday, 26 August 2015 (both dates inclusive)

Record date Wednesday, 26 August 2015

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the SGM, all properly completed transfer documents accompanied by the relevant share certificates must be lodged for registration at the public office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than the aforementioned latest time.

- (ii) Any shareholder of the Company entitled to attend and vote at the SGM or any adjournment thereof (as the case may be) shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. Votes may be given either personally or by duly authorised corporate representative or by proxy. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. A proxy need not be a shareholder of the Company.
- (iii) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the SGM or any adjournment thereof (as the case may be), either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the SGM or any adjournment thereof (as the case may be) personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the public office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time for holding the SGM or any adjourned meeting thereof (as the case may be). Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the SGM or any adjournment thereof (as the case may be).
- (v) As at the date hereof, the board of directors of the Company comprises three executive directors, namely Mr. GUO Wei (Chairman), Mr. LIN Yang (Chief Executive Officer) and Mr. YAN Guorong (President); one non-executive director, namely Mr. Andrew Y. YAN; and five independent non-executive directors, namely Mr. WONG Man Chung, Francis, Ms. NI Hong (Hope), Mr. ONG Ka Lueng, Peter, Dr. LIU Yun, John and Ms. YAN Xiaoyan.