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神州控股
DC Holdings

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 Chief Executive Suite II & III, 5th Floor, Grand Hyatt Hong Kong, 1 Harbour Road, Wanchai, Hong Kong on 25 October 2016 at 10:00 a.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 resolution as ordinary resolutions of the Company:

ORDINARY RESOLUTION

"**THAT**:

(a) the subscription in relation to 99,391,000 new shares of the Company (the "**Subscription Shares**") at a price of HK$5.53 per Subscription Share by the subscribers pursuant to the subscription agreement dated 5 September 2016 entered into among the Company and the subscribers (the "**Subscription Agreement**") (the "**Subscription**"), a copy of which has been produced to the SGM marked "A" and signed by the chairman of the SGM for the purpose of identification, be and are hereby approved;

(b) any director of the Company be and is hereby authorised to do all acts and things and execute any agreements, deeds, instruments and any other documents, under hand or under seal, or make such arrangement as he/she may determine to be appropriate, necessary or desirable to give effect to or in connection with the Subscription and the allotment and issue of the Subscription Shares and, subject to and in accordance with the applicable law and regulations, to approve and make such immaterial variation, amendment, supplement or waiver of immaterial matters relating to the Subscription in the interests of the Company and its shareholders (the "**Shareholders**") as a whole; and

(c) subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Subscription Shares; and (ii) the fulfillment of other conditions precedent as set out in the Subscription Agreement, the unconditional specific mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with the Subscription Shares pursuant to the Subscription Agreement be and is hereby confirmed and approved."

By Order of the Board
Digital China Holdings Limited
(神州數碼控股有限公司*)
GUO WEI
Chairman

Hong Kong, 30 September 2016

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 Friday, 21 October 2016
Closure of register of members	Monday, 24 October 2016 to Tuesday, 25 October 2016 (both dates inclusive)
Record date	Tuesday, 25 October 2016

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 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.

(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 two executive directors, namely Mr. GUO Wei (Chairman) and Mr. LIN Yang (Chief Executive Officer); and five independent non-executive directors, namely Mr. WONG Man Chung, Francis, Ms. NI Hong (Hope), Dr. LIU Yun, John, Ms. YAN Xiaoyan and Mr. LAI Daniel, *BBS, JP*.

Website: www.dcholdings.com.hk

* *For identification purpose only*