

Notice of Annual General Meeting

股東週年大會通告

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Digital China Holdings Limited (the “Company”) will be held at the Prestige Room, Plaza Conference Centre, 35th Floor, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong on Friday, 8 August 2003 at 9:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 March 2003.
2. To declare a final dividend for the year ended 31 March 2003.
3. To re-elect directors of the Company and to authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint the retiring auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.
5. As special business, to consider and, if thought fit, to pass the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

(1) “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which will or might require the exercise of such power during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;

茲通告 Digital China Holdings Limited (神州數碼控股有限公司*) (「本公司」) 謹訂於二零零三年八月八日(星期五)上午九時三十分假座香港灣仔港灣道18號中環廣場35樓Plaza會議中心Prestige廳舉行股東週年大會，藉此處理下列事項：

1. 省覽及採納截至二零零三年三月三十一日止年度本公司及其附屬公司之經審核綜合財務報表、董事會報告及核數師報告。
2. 宣派截至二零零三年三月三十一日止年度之末期股息。
3. 重選本公司董事及授權本公司董事會釐定其酬金。
4. 續聘將退任之本公司核數師並授權本公司董事會釐定其酬金。
5. 作為特別事項，考慮並酌情通過下列決議案為普通決議案：

普通決議案

(1) 「動議：

- (a) 在本決議案(b)段之規限下，全面及無條件批准授權本公司董事於有關期間(定義見下文)內行使本公司之所有權力以配發、發行及處理本公司股本中之額外股份，以及訂立或授予將須或可能須於有關期間內或有關期間完結後行使該等權力之建議、協議及期權(包括附有權利可認購或可轉換為本公司股份之認股權證、債券、債權證、票據及其他證券)；

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(b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company or (iii) the exercise of options which may be granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to full-time employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Bye-Laws of the Company or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws of Bermuda to be held; or

(b) 本公司董事依據本決議案(a)段之批准而配發或有條件或無條件同意配發(不論是否依據期權)之股本總面值(惟依據(i)供股(定義見下文)或(ii)本公司所發行之任何現有認股權證、債券、債權證、票據或其他證券之條款所賦予之認購權或轉換權獲行使或(iii)當時採納以授予或發行本公司股份或可認購本公司股份之權利予本公司及／或其任何附屬公司之全職僱員之任何購股權計劃或類似安排之期權獲行使或(iv)根據本公司之公司細則而配發及發行股份以代替全部或部份本公司股份之股息之任何以股代息或類似安排或(v)本公司股東於股東大會上授予之特定授權而發行股份者除外)不得超過本決議案獲通過之日本公司已發行股本總面值之20%，而上述批准亦須受此數額限制；及

(c) 就本決議案而言：

「有關期間」乃指由本決議案獲通過之日至下列任何一項最早發生之日期止之期間：

- (i) 本公司下屆股東週年大會結束時；
- (ii) 本公司之公司細則或其他適用之百慕達法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；或

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- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this Resolution; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities which carry a right to subscribe for or purchase shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of such shares of the Company (or, where appropriate, such other securities) (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

(2) “THAT:

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (“the Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

- (iii) 本決議案所授予本公司董事之權力經由本公司股東於股東大會上通過普通決議案將之撤銷或修訂之日；及

「供股」乃指本公司董事於其所指定時間內根據於某一指定記錄日期已名列本公司股東名冊之股東（及，如適用，向本公司其他合資格供股之證券持有人），按彼等當時持有本公司股份（或，如適用，該等其他證券）之比例向彼等配股或發行期權、認股權證或其他有權認購或購買本公司股份之證券（惟在所有情況下本公司董事可就零碎配額或經考慮適用於本公司之任何地區之法例之任何限制或責任或任何認可監管機構或任何證券交易所之規定後，作出其認為必須或權宜之豁免或其他安排）。」

(2) 「動議：

- (a) 在本決議案(b)段之規限下，全面及無條件批准授權本公司董事根據不時修訂之一切適用法例及／或香港聯合交易所有限公司（「聯交所」）或任何其他證券交易所之證券上市規則之規定，在有關期間（定義見下文）內行使本公司之一切權力，在聯交所或本公司股份可上市並獲香港證券及期貨事務監察委員會及聯交所認可之任何其他證券交易所購回本公司股本中之已發行股份；

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- (b) the aggregate nominal amount of shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution and the said approval shall be limited accordingly; and
 - (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-Laws of the Company or any applicable laws of Bermuda to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company under this Resolution.”
 - (3) **“THAT** conditional upon the passing of Resolution Nos. 5(1) and 5(2) set out in this notice, the general mandate granted to the directors of the Company pursuant to the said Resolution No. 5(1) and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make, or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which require the exercise of such powers be and is hereby extended
- (b) 依據本決議案(a)段之批准可購回之本公司股份總面值不得超過於本決議案獲通過之日本公司已發行股本總面值之10%，而上述批准亦須受此數額限制；及
 - (c) 就本決議案而言，「有關期間」乃指由本決議案獲通過之日起至下列任何一項最早發生之日期止之期間：
 - (i) 本公司下屆股東週年大會結束時；
 - (ii) 本公司之公司細則或其他適用之百慕達法例規定本公司須舉行下屆股東週年大會之期限屆滿之日；或
 - (iii) 本決議案所授予本公司董事之權力經由本公司股東於股東大會上通過普通決議案將之撤銷或修訂之日。」
 - (3) 「動議待本通告所載第5(1)及第5(2)項決議案獲通過後，藉加入相當於本公司根據本通告所載第5(2)項決議案授予之權力購回之本公司股本中之股份總面值，以擴大根據上文所述並於當時有效之第5(1)項決議案給予本公司董事可行使本公司權力以配發、發行及處理本公司股本中之額外股份，以及訂立或授予建議、協議及期權（包括附有權利可認購或可轉換為本公司股份之認股權證、債券、債權證、票據及其

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by the addition to the aggregate nominal amount of shares in the share capital of the Company which may be allotted, or agreed conditionally or unconditionally to be allotted, by the directors of the Company an amount representing the aggregate nominal amount of shares in the share capital of the Company purchased by the Company under the authority granted pursuant to the said Resolution No. 5(2) set out in this notice, provided that such extended amount shall not exceed ten per cent. (10%) of the aggregate nominal amount of the shares in the capital of the Company in issue at the date of the passing of this Resolution.”

By Order of the Board

LI Qin
Chairman

Hong Kong, 24 June 2003

Notes:

1. The register of members of the Company will be closed from 1 August 2003 (Friday) to 8 August 2003 (Friday), both days inclusive, during which period no transfer of shares will be effected.
2. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and, on a poll, vote instead of him. 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.
3. Where there are joint holders of any share, any one of such joint holders may vote at the Annual General 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 is present at the Annual General Meeting, then 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.
4. To be valid, the instrument appointing a proxy, together with a 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 deposited at the Hong Kong Branch Share Registrar of the Company, Abacus Share Registrars Limited at G/F., Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Annual General Meeting or adjourned meeting (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 Annual General Meeting or at any adjourned meeting.

* For identification purpose only

他證券)之全面授權，惟該擴大之數額不得超過於本決議案獲通過之日本公司已發行股本總面值之10%。」

承董事會命

主席
李勤

香港，二零零三年六月二十四日

附註：

1. 本公司將於二零零三年八月一日(星期五)至二零零三年八月八日(星期五)(首尾兩天包括在內)暫停辦理股東登記手續。於此期間內不會辦理股份過戶登記手續。
2. 凡有權出席股東週年大會並於會上投票之本公司股東均有權委任其他人士代其出席股東週年大會，並於投票表決時代其投票。持有兩股股份或以上之股東可委任超過一名代表代其出席同一大會。受委代表毋須為本公司股東。
3. 倘為任何股份之聯名持有人，則任何一名該等聯名持有人均可親身或委派代表在股東週年大會上就有關股份投票，猶如其為唯一有權投票者。但如超過一名該等聯名持有人出席股東週年大會，則只有在股東名冊內就有關股份排名首位之人士方有權就有關股份投票。
4. 代表委任表格連同經簽署之授權書或其他授權文件(如有)或經公證人簽署證明之該等授權書或授權文件之副本，最遲須於股東週年大會或其任何續會(視情況而定)指定舉行時間四十八小時前送達本公司之股份過戶登記處香港分處，雅柏勤證券登記有限公司，地址為香港灣仔告士打道56號東亞銀行港灣中心地下，方為有效。股東在交回代表委任表格後，仍可親身出席股東週年大會或其任何續會，並於會上投票。

* 僅供識別