



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)

FORM OF PROXY FOR ADJOURNED SPECIAL GENERAL MEETING (or at any further adjournment thereof)

I/We ^(Note 1), _____
of _____
being the registered holder(s) of _____
shares ^(Note 2) of HK\$0.10 each in the capital of Digital China Holdings Limited (the “Company”), HEREBY APPOINT
the chairman of the meeting or ^(Note 3) _____ of
_____ as
my/our proxy to attend for me/us at the adjourned special general meeting of the Company (the “Adjourned SGM”) to be held
at Suite 2008, 20th Floor, Devon House, Taikoo Place, 979 King’s Road, Quarry Bay, Hong Kong, on Tuesday, 24 November
2009 at 10:00 a.m. or any further adjournment thereof (as the case may be) to vote on my/our behalf in respect of the
undermentioned resolution as indicated below or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTION	FOR ^(Note 4)	AGAINST ^(Note 4)
To approve, confirm and/or ratify the execution of the Equity Interest Transfer Agreement, DCITS Share Pledge Agreement, Beijing DCITACL Share Pledge Agreement, Beijing DCITACL Equity Interest Transfer and Pre-emptive Right Agreement (as defined in the circular of the Company dated 6 October 2009).		

Dated this _____ day of _____ 2009

Signature(s) ^(Note 5): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the chairman of the meeting is preferred, please 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 of the Company entitled to attend and vote at the Adjourned SGM or any further 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. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK IN THE RELEVANT 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 resolutions referred to above.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of any officer or attorney or other person duly authorised.
- Where there are joint holders of any share of the Company, any one of such joint holders may vote at the Adjourned SGM or any adjournment thereof (as the case may be), either in person 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 Adjourned SGM or any further adjournment thereof (as the case may be), then one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy form for the special general meeting (“SGM”) held on 3 November 2009 (which has been dispatched to the shareholders of the Company together with the circular of the Company dated 6 October 2009) (“Proxy Form”) shall continue to be valid and in full force for the purpose of the Adjourned SGM.
- Shareholders of the Company, who had deposited the Proxy Form for the SGM, are NOT required to deposit a fresh set of the Proxy Form for the Adjourned SGM unless you wish to alter your instruction(s) given previously. Where a shareholder of the Company had deposited the Proxy Form for the SGM and deposits a fresh set of the Proxy Form for the Adjourned SGM, the Proxy Form for the SGM shall be deemed to be revoked.
- Any shareholder of the Company entitled to attend and vote at the SGM but has not appointed any proxy is entitled to appoint another person to attend and vote instead of him/her. 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 thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at 26/F., Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding the Adjourned SGM or any further adjournment thereof (as the case may be).
- Any alteration made to this form of proxy must be initialled by the person who signs it.

* For identification purpose only