



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: 0861)

**FORM OF PROXY FOR ANNUAL GENERAL MEETING
(or at any 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 annual general meeting (or any adjournment thereof) of the Company to be held at Granville
Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Wednesday, 22 August 2007 at 9:30 a.m. and
at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) in respect of the undermentioned
resolutions as indicated below or, if no such indication is given, as my/our proxy thinks fit.

RESOLUTIONS		FOR ^(Note 5)	AGAINST ^(Note 5)
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 2007.		
2.	To declare a final dividend for the year ended 31 March 2007.		
3.	(i) To re-elect Mr. GUO Wei as a director.		
	(ii) To re-elect Mr. ZENG Maochao as a director.		
	(iii) To re-elect Mr. HU Zhao Guang as a director.		
	(iv) To re-elect Mr. WONG Man Chung, Francis as a director.		
	(v) To re-elect Mr. KWAN Ming Heung, Peter as a director.		
	(vi) To authorise the board of directors to fix the directors' remuneration.		
4.	To re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors to fix their remuneration.		
5.	(1) To approve by an ordinary resolution, to grant a general and unconditional mandate to the board of directors to issue shares of the Company.		
	(2) To approve by an ordinary resolution, to grant a general and unconditional mandate to the board of directors to repurchase the Company's shares.		
	(3) To approve by an ordinary resolution, the extension of the general mandate granted to the board of directors pursuant to resolution 5(1) to cover the shares repurchased by the Company pursuant to resolution 5(2).		

Dated this _____ day of _____, 2007. Signature ^(Note 6): _____

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 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.
- Under the Bye-Laws of the Company, a resolution put to the meeting shall be decided in the first instance on a show of hands unless a poll is properly demanded, and on a show of hands, every shareholder who is present in person or by a duly authorised corporate representative shall have one vote. A proxy cannot vote on a show of hands.
- 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, any one of such joint holders 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, 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.
- 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, Abacus Share Registrars Limited (to be renamed as Tricor Abacus Limited with effect from 1 August 2007) 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 annual general meeting or any adjourned meeting thereof.
- Any alteration made to this form of proxy must be initialised by the person who signs it.

(*For identification purpose only)