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## CHANGE OF AUDITOR

This announcement is made by the board of directors (the “**Board**”) of Digital China Holdings Limited (the “**Company**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The Board hereby announces that it is received today a resignation letter from its auditor, Ernst & Young (“**EY**”). The reason for EY’s resignation is that it could not reach a consensus with the Company on the audit fee of the Company and its subsidiaries for the financial year ending 31 December 2018.

Having considered that SHINEWING (HK) CPA Limited (the “**SHINEWING HK**”) and SHINEWING Certified Public Accountants, the auditor of Digital China Information Services Company Ltd.\* (a subsidiary of the Company, whose shares are listed on the Main Board of Shenzhen Stock Exchange), are the member firms of SHINEWING International network, the Board and the audit committee of the Company (the “**Audit Committee**”) believe that the appointment of SHINEWING HK will potentially improve the efficiency of the audit process.

The Board has resolved that SHINEWING HK be appointed as the new auditor of the Company with effect from 21 December 2018 to fill the casual vacancy following the resignation of EY and to hold office until the conclusion of the next annual general meeting of the Company.

The Company has received EY’s confirmation that there are no other matters in connection with its resignation that need to be brought to the attention to the shareholders or creditors of the Company. The Board and the Audit Committee also confirmed that there are no other matters in respect of the change of auditor which should be brought to the attention of the shareholders or creditors of the Company.

The Board would like to take this opportunity to express its sincere gratitude to EY for its professional and quality services rendered to the Company during the past years.

By Order of the Board  
**Digital China Holdings Limited**  
(神州數碼控股有限公司\*)  
**GUO Wei**  
*Chairman and Chief Executive Officer*

Hong Kong, 21 December 2018

*At the publication of this announcement, the Board comprises nine directors, namely:*

*Executive Directors: Mr. GUO Wei (Chairman and Chief Executive Officer) and Mr. LIN Yang (Vice Chairman)*

*Non-executive Directors: Mr. YU Ziping and Mr. PENG Jing*

*Independent Non-executive Directors: Mr. WONG Man Chung, Francis, Ms. NI Hong (Hope), Dr. LIU Yun, John, Ms. YAN Xiaoyan and Mr. KING William*

*Website: [www.dcholdings.com.hk](http://www.dcholdings.com.hk)*

*\* For identification purpose only*