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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 the special general meeting of Digital China Holdings Limited (“**Company**”) will be held at 31st Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong at 10:30 a.m. on Tuesday, 22 September 2020 for the purposes of considering and, if thought fit, approving the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

1. **“THAT** the grant of share options (the “**Share Options**”) to Mr. Guo Wei under the share option scheme adopted by the Company on 15 August 2011 (the “**Share Option Scheme**”) to subscribe for 81,000,000 shares in the share capital of the Company (the “**Share(s)**”) at the exercise price of HK\$6.60 per Share and subject to the terms and conditions as set out in the relevant letter of grant dated 13 July 2020 from the Company to Mr. Guo Wei (a copy of which has been produced to this meeting and marked “A” for identification purpose, and the principal terms and conditions of which have been set out in the circular to the shareholders of the Company dated 25 August 2020 (the “**Circular**”)) be and is hereby approved and that any one director of the Company (the “**Director(s)**”) be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

2. “**THAT** the grant of the Share Options to Mr. Wong Man Chung, Francis under the Share Option Scheme to subscribe for 2,000,000 Shares at the exercise price of HK\$6.60 per Share and subject to the terms and conditions as set out in the relevant letter of grant dated 13 July 2020 from the Company to Mr. Wong Man Chung, Francis (a copy of which has been produced to this meeting and marked “B” for identification purpose, and the principal terms and conditions of which have been set out in the Circular) be and is hereby approved and that any one Director be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”
3. “**THAT** the grant of the Share Options to Ms. Ni Hong (Hope) under the Share Option Scheme to subscribe for 2,000,000 Shares at the exercise price of HK\$6.60 per Share and subject to the terms and conditions as set out in the relevant letter of grant dated 13 July 2020 from the Company to Ms. Ni Hong (Hope) (a copy of which has been produced to this meeting and marked “C” for identification purpose, and the principal terms and conditions of which have been set out in the Circular) be and is hereby approved and that any one Director be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”
4. “**THAT** the grant of the Share Options to Dr. Liu Yun, John under the Share Option Scheme to subscribe for 2,000,000 Shares at the exercise price of HK\$6.60 per Share and subject to the terms and conditions as set out in the relevant letter of grant dated 13 July 2020 from the Company to Dr. Liu Yun, John (a copy of which has been produced to this meeting and marked “D” for identification purpose, and the principal terms and conditions of which have been set out in the Circular) be and is hereby approved and that any one Director be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”
5. “**THAT** the grant of the Share Options to Ms. Yan Xiaoyan under the Share Option Scheme to subscribe for 2,000,000 Shares at the exercise price of HK\$6.60 per Share and subject to the terms and conditions as set out in the relevant letter of grant dated 13 July 2020 from the Company to Ms. Yan Xiaoyan (a copy of which has been produced to this meeting and marked “E” for identification purpose, and the principal terms and conditions of which have been set out in the Circular) be and is hereby approved and that any one Director be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

6. “**THAT** the grant of the Share Options to Mr. King William under the Share Option Scheme to subscribe for 2,000,000 Shares at the exercise price of HK\$6.60 per Share and subject to the terms and conditions as set out in the relevant letter of grant dated 13 July 2020 from the Company to Mr. King William (a copy of which has been produced to this meeting and marked “F” for identification purpose, and the principal terms and conditions of which have been set out in the Circular) be and is hereby approved and that any one Director be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

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, 25 August 2020

*Head office and principal place of business in Hong Kong:*

31st Floor  
Fortis Tower  
77-79 Gloucester Road  
Wanchai  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting (the “**Meeting**”) above is entitled to appoint in written form one or, if he is the holder of two or more shares (the “**Shares**”) of the Company, more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Shares as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, whether in person or by proxy, then one of the said persons so present whose name stands first on the register in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited at the public office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time fixed for holding of the Meeting or any adjourned meeting thereof (as the case maybe).

4. For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Thursday, 17 September 2020 to Tuesday, 22 September 2020 (both days inclusive), during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting or any adjourned meeting thereof (as the case maybe), all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:30 p.m. on Wednesday, 16 September 2020.
5. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjourned meeting thereof (as the case maybe) and in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. This notice has been printed in English and Chinese. In the event of any inconsistency, the English text of this notice shall prevail over its Chinese text.
7. PRECAUTIONARY MEASURES FOR THE SGM

Please see page 1 of this circular dated 25 August 2020 for measures being taken to try to prevent and control the spread of the Coronavirus at the SGM, including:

- compulsory temperature checks and health declarations
- strongly recommended wearing of surgical face mask
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the SGM venue. Attendees are strongly recommended to bring and wear own surgical face masks and Shareholders may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the SGM instead of attending the SGM in person.

*As at the date 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. PENG Jing and Mr. ZENG Shuigen*

*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](http://www.dcholdings.com)*

*\* For identification purpose only*