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GDS Holdings Limited** (the “**Company**”) is controlled through weighted voting rights. Shareholders and prospective investors should be aware of the potential risks of investing in a company with a weighted voting right, or WVR, structure. Particularly, the WVR beneficiary, whose interests may not necessarily be aligned with those of our shareholders as a whole, will be in a position to exert significant influence over the outcome of shareholders’ resolutions, irrespective of how other shareholders vote. Our American depositary shares, each representing eight of our Class A ordinary shares, are listed on the Nasdaq Global Market in the United States under the symbol GDS.



GDS Holdings Limited
萬國數據控股有限公司*

(A company controlled through weighted voting rights and incorporated in the Cayman Islands with limited liability under the name GDS Holdings Limited and carrying on business in Hong Kong as GDS WanGuo Holdings Limited)
(Stock Code: 9698)

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Attached please find the notice of annual general meeting of shareholders of the Company (the “**Meeting**”), which serves as the notice of annual general meeting required under Rule 13.71 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. This notice is also available for viewing on the Company’s website at <http://www.gds-services.com>. The Meeting will be held at Beijing Meeting Room, F5, Building C, Sunland International, No. 999 Zhouhai Road, Pudong, Shanghai, P.R.C. at 4:00 p.m. (China Standard Time) on June 29, 2021, for the following purposes:

To table the financial statements of the Company for the year ended December 31, 2020, as contained in the annual report on Form 20-F and the Hong Kong annual report of the Company issued on April 12, 2021.

To consider and, if thought fit, pass the following resolutions as Ordinary Resolutions:

1. that Mr. Lim Ah Doo be re-elected as a director of the Company;
2. that Mr. Chang Sun be re-elected as a director of the Company;
3. that Ms. Judy Qing Ye be re-elected as a director of the Company;
4. that the appointment of KPMG Huazhen LLP as independent auditor of the Company for the fiscal year ending December 31, 2021 be confirmed;

5. that the Board of Directors of the Company be authorized to allot or issue, in the 12-month period from the date of the Meeting, ordinary shares or other equity or equity-linked securities of the Company up to an aggregate twenty per cent. (20%) of its existing issued share capital of the Company at the date of the Meeting, whether in a single transaction or a series of transactions (OTHER THAN any allotment or issues of shares on the exercise of any options that have been granted by the Company);

To consider and, if thought fit, pass the following resolution as a Special Resolution:

6. to amend and restate the Company's Articles of Association to reflect such amendments as detailed in the proxy statement and set forth in Exhibit A hereto and thereto, a copy of which has been produced to the Meeting marked "A" and for identification purpose signed by the chairman of the Meeting (the "**New Articles**"), and to approve and adopt the New Articles in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect after the close of the Meeting; and

To consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

7. that each of the directors and officers of the Company be authorized to take any and every action that might be necessary to effect the foregoing resolutions as such director or officer, in his or her absolute discretion, thinks fit.

By order of the Board
GDS Holdings Limited **
Mr. William Wei Huang
Chairman and Chief Executive Officer

Hong Kong, June 4, 2021

As at the date of this announcement, the board of directors of the Company comprises Mr. William Wei Huang as the chairman, Mr. Sio Tat Hiang as the vice-chairman, Mr. Satoshi Okada, Mr. Bruno Lopez, Mr. Lee Choong Kwong, and Mr. Gary J. Wojtaszek as directors, and Mr. Lim Ah Doo, Ms. Bin Yu, Mr. Zulkifli Baharudin, Mr. Chang Sun and Ms. Judy Qing Ye as independent directors.

* *For identification purposes only*

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