

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

This announcement is made by Digital China Holdings Limited (神州數碼控股有限公司*) (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

The board of directors of the Company (the “**Board**”) proposes to make certain amendments (the “**Proposed Amendments**”) to the existing bye-laws of the Company (the “**Existing Bye-laws**”) and to adopt a new set of amended and restated bye-laws of the Company (the “**New Bye-laws**”) containing the Proposed Amendments in substitution for, and to the exclusion of, the Existing Bye-laws. The Proposed Amendments include relevant provisions (i) to reflect the current revised requirements of the Listing Rules, including but not limited to the Core Shareholder Protection Standards as set out in the amended Appendix 3 to the Listing Rules which took effect on 1 January 2022 and the applicable laws of Bermuda, (ii) to provide the Company with more flexibility in relation to the conduct of its general meetings, in particular by offering the directors of the Company (the “**Directors**”) and the shareholders of the Company (the “**Shareholders**”) the option of attending general meetings of the Company by electronic means, and (iii) to incorporate certain consequential and house-keeping amendments in connection with the Proposed Amendments, where it is considered desirable.

The Proposed Amendments and adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company (the “**AGM**”), and, if approved, will become effective upon such approval.

A circular containing, among other things to be tabled at the AGM, further details of the Proposed Amendments and adoption of the New Bye-laws and a notice convening the AGM will be dispatched to the Shareholders in due course.

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, 30 March 2023

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. ZENG Shuigen and Ms. CONG Shan

Independent Non-executive Directors: Mr. WONG Man Chung, Francis, Miss NI Hong (Hope), Dr. LIU Yun, John, Mr. KING William and Mr. Timothy CHEN Yung-cheng

Website: www.dcholdings.com

** For identification purpose only*