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VOLUNTARY ANNOUNCEMENT

SHARE PURCHASE PURSUANT TO THE RESTRICTED SHARE AWARD SCHEME

This announcement is made by Digital China Holdings Limited (神州數碼控股有限公司*) (the “**Company**” together with its subsidiaries, the “**Group**”) on a voluntary basis to provide shareholders of the Company (the “**Shareholders**”) and potential investors with the latest events of the Group.

Share purchase pursuant to the Company’s Restricted Share Award Scheme

Reference is made to the Company’s 2022 annual report in relation to the Restricted Share Award Scheme (the “**RSA Scheme**”) of the Company. The RSA Scheme was adopted by the board (the “**Board**”) of directors (the “**Directors**”) of the Company on 28 March 2011 as part of the Group’s wider talent management initiative. The RSA Scheme serves the purpose of rewarding and motivating, among others, directors, employees, partners or consultants of the Group (the “**Participants**”) with the shares of the Company (the “**Shares**”).

Reference is made to the 2022 annual report in relation to the segment information of the Group. Revenue from the Big Data Products and Solutions segment was approximately RMB2.44 billion, representing an increase of 25.89% compared to the prior year. In addition, gross profit from the Big Data Products and Solutions segment was approximately RMB955 million, representing an increase of 37.76% compared to the prior year. Despite a challenging macro environment with multiple headwinds facing the local economy, the Group’s core business saw robust growth. The Group’s management team attributes one of the primary drivers behind this growth to the continued increase in hiring of new talent and industry leaders to join the Group. This has driven an overall uplift in management efficiency and execution capabilities, and the Group’s management team believes the RSA Scheme shall continue to attract and retain the best available talent, and encourage and motivate the Participants to work

towards enhancing the value of the Group and the Shares by aligning their interests with those of the Shareholders.

Pursuant to the RSA Scheme, existing Shares will be purchased by the trustee of the RSA Scheme from the market out of cash contributed by the Group for satisfying any award from time to time under the RSA Scheme, and will be held on trust for the Participants until such Shares are vested with the relevant Participants in accordance with the provisions of the RSA Scheme.

The Board would like to inform Shareholders and potential investors that, during the period from 1 January 2023 to 30 April 2023 (excluding the blackout period of the 2022 annual results), the trustee of the RSA Scheme had acquired (the “**RSA Acquisitions**”) a total of 6,330,000 Shares from the market for the purpose of the RSA Scheme.

Details of the Shares acquired by the trustee of the RSA Scheme during the period from 1 January 2023 to 30 April 2023 and the latest information about the Shares held by the trustee on trust under the RSA Scheme are as follows:

Trade Period:	From 1 January 2023 to 30 April 2023 (totally included 13 dates)
Total number of Shares acquired:	6,330,000 Shares
Percentage of the Shares acquired to the total number of Shares in issue as at the date of this announcement:	Approximately 0.38%
Average price per Share:	Approximately HK\$3.3826
Total amount of consideration paid for the Shares acquired (excluding all related expenses, transaction levy, brokerage, tax, duties and levies):	Approximately HK\$21,412,000
Balance of number of Shares held by the trustee:	
- prior to the RSA Acquisitions (Percentage to the total number of Shares in issue as at the date of this announcement)	175,918,900 Shares (10.51%)
- immediately after the RSA Acquisitions (Percentage to the total number of Shares in issue as at the date of this announcement)	182,248,900 Shares (10.89%)

Subject to the terms of the RSA Scheme, the Board will determine at its absolute discretion the number of Shares to be granted to the Participants under the RSA Scheme with the vesting criteria and conditions as it may deem appropriate, taking into account, among others, the present and expected contribution of the relevant Participants to the profits of the Group, the Group’s general financial condition and its overall business objectives and future development plan.

Based on the information available to the Company and to the best knowledge of the Board, the Company has sufficient public float as at the date of this announcement.

Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.

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, 2 May 2023

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. 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*