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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)**

## **RESULTS OF ANNUAL GENERAL MEETING OF SHAREHOLDERS AND OF ADDITIONAL MEETINGS OF SHAREHOLDERS**

Our board of directors (the “**Board**”) announces that the annual general meeting of shareholders of the Company (the “**2023 AGM**”) was held on June 5, 2023. The Company also held meetings of the holders of the class A ordinary shares (the “**2023 Class A Shareholders Meeting**”), the holders of the preferred shares (the “**2023 Preferred Shareholders Meeting**”) and the holders of the class B ordinary shares (the “**2023 Class B Shareholders Meeting**”) on June 5, 2023.

### **2023 AGM**

Each of the resolutions submitted to the shareholders for approval at the 2023 AGM has been approved.

Specifically, the shareholders of the Company passed special resolutions approving:

1. Approval of the amendments to thresholds for Mr. William Wei Huang’s beneficial ownership specified in certain articles of the Company’s Articles of Association to reflect such amendments as detailed in Proposal 1 of the proxy statement, and the approval and adoption of the amended and restated Articles of Association (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 2023 AGM;
2. Approval of the further amendment and restatement of the Company’s Articles of Association to reflect such amendments as detailed in Proposal 2 of the proxy statement, and the approval and adoption of the New Articles relating to Proposal 2 in substitution for and to the exclusion of the existing Articles of Association of the Company with immediate effect after the close of the 2023 AGM; and

3. Approval of the further amendment and restatement of the Company's Articles of Association to reflect such amendments as detailed in Proposal 3 of the proxy statement, and the approval and adoption of the New Articles relating to Proposal 3 in substitution for and to the exclusion of the existing Articles of Association of the Company with immediate effect after the close of the 2023 AGM; approval of the amendment of the Company's Memorandum of Association to increase of the Company's authorised share capital by the creation of an additional 1,500,000,000 Class A ordinary shares, and other relevant changes to the Company's Memorandum of Association to reflect such amendments as detailed in the proxy statement (the "**New Memorandum of Association**") and the approval and adoption of the New Memorandum of Association in substitution for and to the exclusion of the existing Memorandum of Association of the Company with immediate effect after the close of the 2023 AGM.

The shareholders of the Company also passed ordinary resolutions approving:

4. Re-election of Mr. Gary J. Wojtaszek as a director of the Company;
5. Re-election of Mr. Satoshi Okada as a director of the Company;
6. Confirmation of the appointment of KPMG Huazhen LLP as independent auditor of the Company for the fiscal year ending December 31, 2023;
7. Authorization of the Board of the Company to approve allotment or issuance, in the 12-month period from the date of the 2023 AGM, of ordinary shares or other equity or equity-linked securities of the Company up to an aggregate thirty per cent. (30%) of its existing issued share capital of the Company at the date of the 2023 AGM, 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); and
8. Authorization of each of the directors and officers of the Company 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.

### ***2023 Class A Shareholders Meeting***

The resolution submitted to the holders of the class A ordinary shares (the "**Class A Shareholders**") for approval at the 2023 Class A Shareholders Meeting has been approved. Specifically, the Class A Shareholders passed a special resolution approving:

1. Approval of the amendments to thresholds for Mr. William Wei Huang's beneficial ownership specified in certain articles of the Company's Articles of Association to reflect such amendments as detailed in Proposal 1 of the proxy statement (the "**New Articles**"), and the approval and adoption of 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 2023 Class A Shareholders Meeting.

### ***2023 Preferred Shareholders Meeting***

The resolution submitted to the holders of the preferred shares (the “**Preferred Shareholders**”) for approval at the 2023 Preferred Shareholders Meeting has been approved. Specifically, the Preferred Shareholders passed a special resolution approving:

1. Approval of the amendments to thresholds for Mr. William Wei Huang’s beneficial ownership specified in certain articles of the Company’s Articles of Association to reflect such amendments as detailed in Proposal 1 of the proxy statement (the “**New Articles**”), and the approval and adoption of 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 2023 Preferred Shareholders Meeting.

### ***2023 Class B Shareholders Meeting***

The resolution submitted to the holders of the class B ordinary shares (the “**Class B Shareholders**”) for approval at the 2023 Class B Shareholders Meeting has been approved. Specifically, the Class B Shareholders passed a special resolution approving:

1. Approval of the amendments to thresholds for Mr. William Wei Huang’s beneficial ownership specified in certain articles of the Company’s Articles of Association to reflect such amendments as detailed in Proposal 1 of the proxy statement (the “**New Articles**”), and the approval and adoption of 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 2023 Class B Shareholders Meeting.

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

Hong Kong, June 5, 2023

*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*

\*\* *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*