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**(1) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS;  
(2) NON-COMPLIANCE WITH LISTING RULES; AND  
(3) WITHDRAWAL OF ORDINARY RESOLUTIONS AT THE  
ANNUAL GENERAL MEETING TO BE HELD ON 27 JUNE 2024**

**RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Digital China Holdings Limited (the “**Company**”) hereby announces that:

- (i) Mr. Wong Man Chung, Francis (“**Mr. Wong**”) has notified the Board of his decision to retire as an independent non-executive Director by rotation at the annual general meeting of the Company to be held on 27 June 2024 (the “**AGM**”) and will not offer himself for re-election in order to maintain good corporate governance practices of the Company as he had served on the Board for more than seventeen years and to devote more time to his personal commitment. With effect from the retirement at the conclusion of the AGM, Mr. Wong will also cease to be the chairman of the audit committee, a member of the remuneration committee and nomination committee of the Company;
- (ii) Miss Ni Hong (Hope) (“**Miss Ni**”) has notified the Board of her decision to retire as an independent non-executive Director by rotation at the AGM and will not offer herself for re-election in order to maintain good corporate governance practices of the Company as she had served on the Board for more than thirteen years and to devote more time to her personal commitment. With effect from the retirement at the conclusion of the AGM, Miss Ni will also cease to be a member of audit committee of the Company; and
- (iii) Mr. Chen Timothy Yung-cheng (“**Mr. Chen**”) has notified the Board of his decision to retire as an independent non-executive Director by rotation at the AGM and will not offer himself for re-election given his current age. With effect from the retirement at the conclusion of the AGM, Mr. Chen will also cease to be a member of nomination committee of the Company.

Each of Mr. Wong, Miss Ni and Mr. Chen has confirmed that he/she has no disagreement with the Board and there is no matter that needs to be brought to the attention of the shareholders of the Company (the “**Shareholders**”) in relation to their retirement as independent non-executive Directors.

The Board would like to take this opportunity to express its heartfelt gratitude to each of Mr. Wong, Miss Ni and Mr. Chen for their valuable contributions to the Company during their tenure of service.

## **NON-COMPLIANCE WITH LISTING RULES**

Following the retirements of Mr. Wong, Miss Ni and Mr. Chen as independent non-executive Directors of the Company:

- (i) the Board does not have at least three independent non-executive Directors as required under Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”);
- (ii) the Board does not have at least one independent non-executive Director having appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.10(2) of the Listing Rules;
- (iii) the audit committee of the Company is not chaired by an independent non-executive Director and is not comprising a minimum of three members and out of which at least one independent non-executive Director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.21 of the Listing Rules;
- (iv) the nomination committee of the Company is not comprising a majority of independent non-executive Directors as required under Rule 3.27A of the Listing Rules; and
- (v) the nomination committee and remuneration committee of the Company do not consist of not less than three members as required by the terms of reference of each of the committees adopted as required under Rule 3.26 of and Paragraph B.3.1 of Appendix C1 to the Listing Rules.

As such, the Company is in the process of identifying suitable candidate(s) to fill the vacancies of the independent non-executive Directors and the member of the audit committee, remuneration committee and nomination committee. The Company will use its best endeavours to ensure that suitable candidate(s) is/are appointed as soon as practicable and in any event, as required under Rule 3.11 and 3.23 of the Listing Rules, within three months from the date of AGM in order to ensure compliance by the Company with the Listing Rules and the respective terms of reference of each of the committees of the Board. Further announcement(s) will be made by the Company as and when appropriate.

## **WITHDRAWAL OF RESOLUTIONS AT THE ANNUAL GENERAL MEETING TO BE HELD ON 27 JUNE 2024**

References were made to the circular of the Company dated 26 April 2024 (the “**Circular**”), the notice of annual general meeting dated 26 April 2024 (the “**AGM Notice**”) and the form of proxy of the Company (the “**Proxy Form**”) in relation to the AGM.

As Mr. Wong, Miss Ni and Mr. Chen will not offer themselves for re-election at the AGM, the ordinary resolutions numbered 3(i), 3(ii) and 3(iii) in respect of the re-election of Mr. Wong, Miss Ni and Mr. Chen as the independent non-executive Director as set out in the Circular, the AGM Notice and the Proxy Form are no longer applicable and will not be put forward for consideration and approval by the Shareholders at the AGM.

Save for the above, all other resolutions as set out in the AGM Notice, the sequence thereof and matters in relation to the AGM, including the date, time and venue for holding the AGM, remain unchanged. Proxy Forms lodged by the Shareholders will remain valid except that no poll will be conducted or counted for ordinary resolutions numbered 3(i), 3(ii) and 3(iii).

Shareholders are reminded to read the Circular, AGM Notice (including its notes) and the Proxy Form for details in respect of other resolutions which will be put forward as scheduled for consideration and approval at the AGM, eligibility for attending the AGM, appointment of proxy and other relevant matters.

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, 17 June 2024

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: Ms. CONG Shan and Mr. LIU Jun Qiang*

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

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\* For identification purpose only