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ANNOUNCEMENT

INTENTION OF SHAREHOLDER TO INCREASE SHAREHOLDINGS IN THE COMPANY

The board (the “**Board**”) of directors (the “**Directors**”) of Digital China Holdings Limited (the “**Company**”) received a notice (the “**Notice**”) from Digital China Group Co., Ltd.* (神州數碼集團股份有限公司) (“**DCG**”) indicating its intention to acquire shares of the Company (the “**Shares**”) with an aggregate amount of RMB428 million (equivalent to approximately HK\$467 million) during a period of 12-month from the date of this announcement, by way of centralized pricing bidding, off-market share transfer or other methods permitted by applicable laws and regulations (the “**Proposed Shareholding Increase**”). DCG is held by Mr. GUO Wei, the Chairman and Chief Executive Officer of the Company, as to 21.76% of its total equity interests.

According to the Notice, (i) DCG currently holds 83,068,000 Shares, representing approximately 4.96% of the total issued shares of the Company; and (ii) upon the completion of the Proposed Shareholding Increase, the aggregate shareholding in the Company of DCG, together with Mr. GUO Wei and its controlled entities, will not exceed 29.9%. Accordingly, the Proposed Shareholding Increase will not give rise to an obligation to make a mandatory offer under Rule 26 of the Codes on Takeovers and Mergers and Share Buybacks.

To the best knowledge of the Directors and based on information available to the Company, the Company would be able to maintain sufficient public float of the Shares upon completion of the Proposed Shareholding Increase.

Shareholders and the potential investors of the Company should note that the Proposed Shareholding Increase will be subject to the market conditions and will be at the absolute discretion of DCG. Shareholders and the potential investors of the Company are advised to exercise caution when dealing in the Shares.

This announcement contains conversion between RMB and HK\$ at RMB1.00 = HK\$1.0906. The conversion shall not be taken as representation that the HK\$ amount could actually be converted into RMB at that rate, or at all.

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, 26 May 2025

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: Ms. CONG Shan and Mr. LIU Jun Qiang

Independent Non-executive Directors: Dr. LIU Yun, John, Mr. KING William, Dr. GUO Song, Mr. CHAN Wai Hong, Michael and Dr. LI Jing

Website: www.dcholdings.com

**For identification purpose only*