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APPOINTMENT OF EXECUTIVE DIRECTOR

AND

CHANGE IN COMPOSITION OF NOMINATION COMMITTEE

APPOINTMENT OF EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Digital China Holdings Limited (神州數碼控股有限公司*) (the “**Company**”) is pleased to announce that with effect from 28 November 2025, Mr. CAI Yinghua (蔡英華) (“**Mr. CAI**”) has been appointed as an executive Director of the Company. Mr. CAI has been appointed as president and chief operating officer of the Group since 18 September 2024 and he will continue to act as a president and chief operating officer of the Group.

The biographical details of Mr. CAI are as follow:

Mr. CAI Yinghua, aged 47, has previously held positions of regional president and business line president in large ICT companies, as well as global chief commercial officer and global sales president in a large Internet company. Mr. CAI has been the president and chief operating officer of the Group since 18 September 2024 and is responsible for overseeing the overall operation of the Group. Mr. CAI majored in computer science and software and holds an EMBA from School of Economics and Management and has profound industry insights and extensive management experience in enterprise-level IT and digital transformation, as well as enterprise marketing and operations management. Mr. CAI currently serves as chief advisor for general AI software and AI infrastructure of the Parallel Software and Computational Science Laboratory of the Institute of Software Chinese Academy of Sciences.

Mr. CAI has entered into a service agreement with the Company (the “**ED Service Agreement**”) for a term commencing from the date of the service agreement to 31 December 2027, unless terminated by (i) either the Company or Mr. CAI serving on the other not less than one month’s notice, (ii) his retirement as a Director without being re-elected as a director by the shareholders of the Company in an annual general meeting in accordance with the Bye-Laws of the Company, or (iii) upon the occurrence of any termination event on the part of Mr. CAI as prescribed in the ED Service Agreement. Mr. CAI will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Bye-Laws of the Company.

Mr. CAI is entitled to a fixed emolument of RMB3.25 million per annum as full remuneration for serving as an executive Director and for undertaking other positions with the Group, which was determined taking into account his background, qualifications, experience, and duties and responsibilities with the Group and prevailing market conditions. Pursuant to the ED Service Agreement, he may be entitled to share options and/or restricted share units granted by the Company pursuant to the terms and conditions of the Company’s share schemes (as defined under the Listing Rules) adopted from time to time, and a discretionary bonus for each completed year of service in recognition of his contribution to the Company which is determined at the Company’s sole discretion with reference to the accomplishment of important tasks and the Company’s business performance, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above, and as at the date of this announcement, Mr. CAI (i) has not held any other directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; (ii) does not hold any other positions within the Group; (iii) apart from the relationship arising from his roles undertaken within the Group, he does not have any relationship with any other directors, senior management or substantial or controlling shareholders (as respectively defined in the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the Company; and (iv) does not have any other major appointments and professional qualifications.

As at the date of this announcement, Mr. CAI does not have any interest in or is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As of the date of this announcement, there is no other information that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules or any other matters that need to be brought to the attention of the shareholders of the Company or the Stock Exchange in relation to Mr. CAI’s appointment.

The Board would like to express its warmest welcome to Mr. CAI for joining the Board.

CHANGE IN COMPOSITION OF NOMINATION COMMITTEE

With effect from 28 November 2025, Dr. LI Jing, an independent non-executive Director, has been appointed by the Board as a member of the nomination committee of the Board (the “**Nomination Committee**”). Following the above appointment, the Nomination Committee consists of four members, namely, Mr. GUO Wei (chairman), Dr. LIU Yun, John, Mr. KING William and Dr. LI Jing.

The Board believes that the above appointment would strengthen the diversity of the Nomination Committee, and further enhance the level of corporate governance practices of the Company as a whole.

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, 28 November 2025

At the publication of this announcement, the Board comprises ten Directors, namely:

Executive Directors: Mr. GUO Wei (Chairman and Chief Executive Officer), Mr. LIN Yang (Vice Chairman) and Mr. CAI Yinghua (President and Chief Operating Officer)

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