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神州控股
DC Holdings
DIGITAL CHINA HOLDINGS LIMITED
(神州數碼控股有限公司*)
(*Incorporated in Bermuda with limited liability*)
(Stock Code: 00861)

REQUISITION FROM SHAREHOLDER IN RELATION TO PROPOSED AMENDMENTS TO THE BYE-LAWS OF THE COMPANY

On December 31, 2025, the board of directors (the "**Board**") of Digital China Holdings Limited (神州數碼控股有限公司*) (the "**Company**") received a letter dated December 19, 2025 (the "**Requisition Notice**") from HKSCC Nominees Limited. According to the Requisition Notice, a requisition was made by HKSCC Nominees Limited in its capacity as a nominee holder of 294,134,000 shares of the Company beneficially owned by Guangzhou City Investment Jiazi Investment Partnership (Limited Partnership)* (廣州城投甲子投資合夥企業（有限合夥）) (the "**Requisitionist**"), representing approximately 17.57% of the total issued shares of the Company carrying the right of voting at general meetings of the Company as at the date of this announcement.

Pursuant to the Requisition Notice, the Requisitionist has requested a special general meeting of the Company (the "**SGM**") to be convened pursuant to Bye-law 62 of the Bye-laws of the Company (the "**Bye-laws**"), to amend the Bye-laws by inserting a new paragraph to the effect that transactions constituting major transactions, very substantial disposals, very substantial acquisitions, extreme transactions and reverse takeovers under Chapter 14 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited should be subject to the approval of the shareholders of the Company ("**Shareholders**") by way of special resolution(s) at general meeting(s) (the "**Proposed Amendments**").

According to Bye-law 62 of the Bye-laws, Shareholders holding at the date of deposit of the requisition not less than one tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition and/or add resolutions to the agenda of the meeting.

The directors of the Company ("**Directors**") (excluding the non-executive Directors, Ms. CONG Shan and Mr. LIU Jun Qiang, being the Directors representing the Requisitionist) are of the view that the Proposed Amendments are not in the interests of the Company and the Shareholders as a whole. Details of such view will be set out in the circular to be dispatched in due course.

The Board is seeking legal advice as to the appropriate course of action to be taken. Upon obtaining necessary advice in respect of the contents of the Requisition Notice, the Board will act in accordance with the provisions of the Bye-laws and applicable laws, rules and regulations.

A circular containing, among other things, further details of the Requisition Notice, letter from the Board and a notice convening the SGM will be dispatched to the Shareholders in due course.

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, 23 January 2026

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*