Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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)

CONTINUING CONNECTED TRANSACTIONS PURSUANT TO RULE 14A.60 OF THE LISTING RULES

This announcement is made by the Company pursuant to Rule 14A.60 of the Listing Rules.

BACKGROUND

Reference is made to the announcement of the Company dated May 26, 2025. The Board is informed by DCG that due to the Proposed Shareholding Increase, the number of Shares held by DCG exceeded 10% of the total issued Shares of the Company on April 16, 2026. As such, DCG has become a substantial shareholder and hence a connected person of the Company. Therefore, the mutual provision of services, products and operating leases between DCG Group and the Group under the Daily Operation Mutual Supply Framework Agreement, which were originally continuing transactions of the Company, have become continuing connected transactions of the Company.

According to Rule 14A.60 of the Listing Rules, the Company shall comply with the annual review and disclosure requirements under Chapter 14A of the Listing Rules, including publishing of an announcement and annual reporting. If the Daily Operation Mutual Supply Framework Agreement is renewed or its terms are varied, the Company will comply with all applicable reporting, announcement and, if applicable, independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

INTRODUCTION

Reference is made to the announcement of the Company dated May 26, 2025. The Board is informed by DCG that due to the Proposed Shareholding Increase, the number of Shares held by DCG exceeded 10% of the total issued Shares of the Company on April 16, 2026. As such, DCG has become a substantial shareholder and hence a connected person of the Company. Therefore, the mutual provision of services, products and operating leases between DCG Group and the Group under the Daily Operation Mutual Supply Framework Agreement, which were originally continuing transactions of the Company, have become continuing connected transactions of the Company.

PRINCIPAL TERMS OF THE CONTINUING CONNECTED TRANSACTIONS

Daily Operation Mutual Supply Framework Agreement

Date

September 16, 2025

Parties

(1) the Company; and
(2) DCG

Term

The term for the mutual provision of services, products and operating leases under the Daily Operation Mutual Supply Framework Agreement is from January 1, 2026 to December 31, 2027.

Principal Terms

Under the Daily Operation Mutual Supply Framework Agreement:

(1) the Group shall provide products and services to DCG Group, including but not limited to (i) IT infrastructure operations and maintenance hardware, software and other ancillary products; (ii) office and venue operation services (including but not limited to provision of operating leases), (iii) IT infrastructure operation and maintenance and other related services, (iv) software and technology services, (v) supply chain management services and (vi) other ancillary services. DCG Group will, in return, pay purchasing and service fees to the Group; and

(2) DCG Group shall provide products and services to the Group, including but not limited to (i) IT infrastructure operations and maintenance hardware, software and other ancillary products; (ii) office and venue operation services (including but not limited to provision of operating leases), (iii) IT infrastructure, operation and maintenance and other related services, and (iv) other ancillary services. The Group will, in return, pay purchasing and service fees to DCG Group.

Parties also agree to provide such other services and products to each other as determined by the parties after negotiations, subject to the pricing principles under the Daily Operation Mutual Supply Framework Agreement.

PRICING PRINCIPLES

Under the Daily Operation Mutual Supply Framework Agreement, the consideration for the mutual provision of each type of products or services shall be determined by the parties through arms-length negotiation taking into account the transaction amount and the payment terms, and with reference to the market price of similar transactions.

In particular, the consideration for the mutual provision of office and venue operation services (including rental payments) shall be determined by the parties through arms-length negotiation taking into account (i) the estimated cost of maintaining or operating the leased assets, (ii) the size and the location of the leased assets, (iii) the payment terms and (iv) the prevailing market price for operating leases of similar premises and terms.

HISTORICAL TRANSACTION AMOUNTS AND ANNUAL CAPS

The historical amounts and proposed annual caps for the transactions contemplated under the Daily Operation Mutual Supply Framework Agreement are as follows:

	Historical amount for the years ended 31 December			**Annual cap for the year ending 31 December**	
	2023[(1)]	**2024**[(1)]	**2025**[(1)]	**2026**[(1)]	**2027**
	Audited				
	(RMB in millions)				
Fees paid/to be paid by the Group to the DCG Group for services, products and the provision of office and venue operation services	820.77	439.61	230.00	1,137.5	1,137.5
Fees paid/to be paid by the DCG Group to the Group for services, products and the provision of office and venue operation services	471.63	444.20	419.38	1,370.0	1,370.0

Note:

(1) The relevant transactions did not constitute continuing connected transactions of the Company until the date of this announcement.

Basis of the Annual Caps

The above proposed annual caps for the transactions contemplated under the Daily Operation Mutual Supply Framework Agreement are determined based on the following factors:

(i) the historical transaction amounts between the Group and DCG Group and the possible changes in business;

(ii) the estimated increase in transaction amounts between the Group and DCG Group for the two years ending December 31, 2027;

(iii) the historical profit margin of the mutual provision of services and products;

(iv) the prevailing market prices of the relevant services and products;

(v) the increased budget for the internet companies in building their own computing centers, which would potentially lead to an increase in demand for the mutual provision of services and products;

(vi) the rental payments expected to be made for the operating leases to be provided in the two years ending December 31, 2027;

(vii) the estimated terms of operating leases and the anticipated renewal of certain existing operating leases for the two years ending December 31, 2027; and

(viii) the estimated increase in the annual rent for the properties leased to the DCG Group for the two years ending December 31, 2027, taking into account the potential increase in leased areas, prevailing market rates and future trend.

REASONS FOR AND BENEFITS OF ENTERING INTO THE DAILY OPERATION MUTUAL SUPPLY FRAMEWORK AGREEMENT

The transactions contemplated under the Daily Operation Mutual Supply Framework Agreement are in the ordinary and usual course of business of the Group and are necessary for the business activities and development of the Group. The relevant transactions have positive impacts on the Group's current and future financial position and operating results and help ensure the continued stability of the Group's operations. The Directors (including independent non-executive Directors) are of the view that the Daily Operation Mutual Supply Framework Agreement and the transactions contemplated thereunder are in the ordinary and usual course of business of the Company and on normal commercial terms which are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

INFORMATION OF THE PARTIES

The Company

Digital China Holdings Limited was established in 2000 and has been listed on the Main Board of the Stock Exchange since 2001. Since its inception, the Group has remained committed to the mission of "Digitalizing China" and upheld our core values of "Customer Success, Value Creation, Pursuing Excellence, and Open Collaboration". Committed to leadership in vision, technology and practice, the Group takes root in China with a global vision and strive for innovation. Guided by the "AI for Process" philosophy, the Group is steadfastly pursuing a strategic upgrade via "Data x AI." By leveraging its full-stack AI technologies and achievements in integrated supply chain scenarios, the Group continues to empower enterprises in intelligent process transformation, striving to build a new intelligent economy ecosystem characterized by technological autonomy and shared value.

DCG

DCG is a company listed on the Shenzhen Stock Exchange (Stock Code: 000034) and is mainly engaged in the digital cloud services and software, sale of own-brand products, IT distribution and value-added businesses. Committed to becoming a leading digital transformation partner, DCG has been focusing on the key elements of enterprise digital transformation, pioneered the "AI-driven Digital Cloud Convergence" strategy and technology system framework. Its products and services are built based on "AI for Process" in cloud-native, digital-native, AI-native and diversified heterogeneous computing power, providing customers in different stages of digital transformation across industries including fast-moving consumer goods retail, automotive, finance, healthcare, government enterprise, education, and carriers with responsive IT capabilities, converged data-driven capabilities and full-stack AI service capabilities. These products and services promote enterprises' AI adoption; accelerate AI readiness, and help enterprises build core competitiveness and new growth curve in the AI era, comprehensively promoting the digital and intelligent transformation of the society.

IMPLICATIONS UNDER THE LISTING RULES

As of the date of this announcement, the number of Shares held by DCG exceeded 10% of the total issued Shares of the Company. As such, DCG has become a substantial shareholder and hence a connected person of the Company. Therefore, the mutual provision of services, products and operating leases between DCG Group and the Group under the Daily Operation Mutual Supply Framework Agreement, which were originally continuing transactions of the Company, have become continuing connected transactions of the Company.

According to Rule 14A.60 of the Listing Rules, the Company shall comply with the annual review and disclosure requirements under Chapter 14A of the Listing Rules, including publishing of an announcement and annual reporting. If the Daily Operation Mutual Supply Framework Agreement is renewed or its terms are varied, the Company will comply with all applicable reporting, announcement and, if applicable, independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

"Board"	the board of Directors
"Company"	Digital China Holdings Limited（神州數碼控股有限公司*）, an exempted company incorporated under the laws of Bermuda with limited liability, whose shares are listed on the main board of the Stock Exchange
"connected person"	has the meaning ascribed to it under the Listing Rules
"Daily Operation Mutual Supply Framework Agreement"	the framework agreement in respect of mutual provision of services, products and operating leases for the two financial years ending December 31, 2027, respectively, entered into between the Company and DCG on September 16, 2025
"DCG"	Digital China Group Co., Ltd. (神州數碼集團股份有限公司*), a company incorporated in the PRC with limited liability, the shares of which are listed on the Shenzhen Stock Exchange (Stock Code: 000034)
"DCG Group"	DCG and its subsidiaries and their respective associates
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange in force for the time being
"Proposed Shareholding Increase"	DCG's proposed acquisition of Shares with an aggregate amount of RMB428 million (equivalent to approximately HK$467 million) during a period of 12-month from May 26, 2025, by way of centralized pricing bidding, off-market share transfer or other methods permitted by applicable laws and regulations
"PRC"	the People's Republic of China
"RMB"	Renminbi, the lawful currency of the PRC
"Share(s)"	the ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholders"	the shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed to it under the Listing Rules
"%"	per cent

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, April 16, 2026

As at the date of this announcement, the Board comprises ten Directors, namely:-

Executive Directors: Mr. GUO Wei (Chairman and Chief Executive Officer) and 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*