THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspects of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Digital China Holdings Limited, you should at once hand this circular together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



DIGITAL CHINA HOLDINGS LIMITED
（神 州 數 碼 控 股 有 限 公 司*）

(Incorporated in Bermuda with limited liability)
(Stock Code: 00861)

MAJOR TRANSACTION
POSSIBLE DEEMED DISPOSAL IN RELATION TO THE PROPOSED PRIVATE PLACEMENT BY DCITS TO RAISE FUNDS
AND
NOTICE OF SPECIAL GENERAL MEETING

Capitalized terms used in this cover page shall have the same meanings as those defined in the section headed "Definitions" of this circular.

A notice convening the SGM via the eVoting Portal is set out on pages 29 to 31 of this circular. If you are not able to attend the SGM via the eVoting Portal, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the public office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (i.e. not later than 10:30 a.m. on Monday, 22 June 2026) or any adjourned meeting thereof (as the case may be). Completion and return of the accompanying form of proxy will not preclude you from attending and voting via the eVoting Portal at the SGM or any adjourned meeting thereof (as the case may be) should you so wish.

* *For identification purpose only*

21 May 2026

CONTENTS

Page

Definitions 1

Special arrangements for the SGM 3

Letter from the Board

1. Introduction 5
2. The Proposed Private Placement 5
3. SGM 15
4. Voting at the SGM 15
5. Record Date 16
6. Views of the Board 16
7. Bad Weather Arrangements 16
8. Further Information 16

Appendix I — Financial Information of the Group 17

Appendix II — General Information 22

Notice of Special General Meeting 29

In this circular, except where the context otherwise requires, the following expressions shall have the following meanings:

"Board"	the board of Directors
"Company"	Digital China Holdings Limited (神州數碼控股有限公司*), an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
"connected person"	has the meaning ascribed to it under the Listing Rules
"CSRC"	the China Securities Regulatory Commission
"DCITS"	神州數碼信息服務集團股份有限公司 (Digital China Information Service Group Company Ltd.*), an indirect non-wholly owned subsidiary of the Company with its shares listed on the Shenzhen Stock Exchange (stock code: 000555)
"DCITS Board"	the board of directors of DCITS
"DCITS Shares"	the share(s) of DCITS with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange
"Director(s)"	the director(s) of the Company
"eVoting Portal"	electronic platform for registered Shareholders, proxies and corporate representatives attending the SGM via the internet
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	14 May 2026, being the latest practicable date for ascertaining certain information for inclusion in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"PRC"	the People's Republic of China
"Proposed Private Placement"	the proposed non-public issuance of DCITS Shares by DCITS to not more than 35 specific target subscribers
"Proposed Resolution"	the proposed ordinary resolution set out in the SGM Notice

* *For identification purposes only*

"RMB"	Renminbi, the lawful currency of the PRC
"RSA Scheme"	the restricted share award scheme adopted by the Company on 28 March 2011
"SGM"	the special general meeting of the Company to be held via the eVoting Portal on Wednesday, 24 June 2026 at 10:30 a.m. or any adjourned meeting thereof (as the case may be), notice of which is set out on pages 29 to 31 of this circular
"SGM Notice"	a notice convening the SGM as set out on pages 29 to 31 of this circular
"Share(s)"	the ordinary share(s) of HK$0.10 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"%"	per cent

All registered Shareholders will be able to join the SGM via the eVoting Portal. The eVoting Portal can be accessed from any location with access to the internet via smartphone, tablet device or computer.

Through the eVoting Portal, registered Shareholders will be able to view the live video broadcast of the SGM, participate in voting and submit questions online. Login details and information will be included in our letters to registered Shareholders regarding the eVoting Portal, which will be despatched on or around Friday, 29 May 2026.

HOW TO ATTEND AND VOTE

Shareholders who wish to attend the SGM and exercise voting rights may do one of the following:

(1) attend the SGM via the eVoting Portal, which enables live streaming and an interactive platform for voting online; or

(2) appoint the chairman of the SGM or other person(s) as your proxy(ies) by providing their email address(es) for receiving the designated log-in username and password to attend and vote on your behalf via the eVoting Portal.

Your proxy's authority and instruction will be revoked if you attend and vote via the eVoting Portal at the SGM.

If you are a non-registered Shareholder, you may consult directly with your banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for the necessary arrangements to attend and vote via the eVoting Portal at the SGM if you wish.

If you have any questions relating to the SGM, please contact the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, as follows:

Address	:	17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email	:	is-enquiries@vistra.com
Telephone	:	+852 2980-1333 during business hours from 9:00 a.m. to 6:00 p.m., Monday to Friday, excluding Hong Kong public holidays



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)

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

Non-executive Directors:
Ms. CONG Shan
Mr. LIU Jun Qiang

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

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM 10
Bermuda

Head Office and Principal Place of Business in Hong Kong:
31/F, Fortis Tower
77–79 Gloucester Road
Wanchai,
Hong Kong

21 May 2026

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION
POSSIBLE DEEMED DISPOSAL IN RELATION TO THE PROPOSED PRIVATE PLACEMENT BY DCITS TO RAISE FUNDS
AND
NOTICE OF SPECIAL GENERAL MEETING

* *For identification purpose only*

1. INTRODUCTION

We refer to the announcement of the Company dated 27 April 2026 in relation to the Proposed Private Placement (the "**Announcement**"). The purpose of this circular is to provide Shareholders with, among other things, further information regarding (i) the Proposed Private Placement; and (ii) the SGM Notice.

2. THE PROPOSED PRIVATE PLACEMENT

The Board is pleased to announce that DCITS plans to conduct the Proposed Private Placement to not more than 35 specific target subscribers to raise funds. The total amount of funds to be raised thereunder shall not exceed RMB1 billion, and the number of DCITS Shares to be issued shall not exceed 20% of the total issued share capital of DCITS immediately prior to the completion of the Proposed Private Placement. The Proposed Private Placement is subject to the approval of the Shenzhen Stock Exchange and registration with CSRC.

Details of the Proposed Private Placement

The details of the Proposed Private Placement are set out below:

Issuer	DCITS
Target subscribers	The Proposed Private Placement will be carried out by way of non-public issuance of DCITS Shares to not more than 35 specific target subscribers, which may include, but not limited to, institutional investors such as securities investment fund management companies, securities firms, trust companies, finance companies, insurance companies, and qualified foreign institutional investors that comply with the regulations of the CSRC, as well as other legal persons, natural persons, or other qualified institutional investors that comply with the applicable laws and regulations. The Company will not participate in the Proposed Private Placement as a subscriber.

As informed by the DCITS Board which has obtained legal advice from its PRC legal adviser, pursuant to the applicable PRC laws and regulations and in the interest of the investors of DCITS and the general public, connected persons of the Company are not qualified to participate in the Proposed Private Placement, and therefore any application made by a connected person of the Company will be invalidated. As such, all the target subscribers will be independent third parties of the Company and will subscribe for the DCITS Shares under the Proposed Private Placement in cash. As informed by the DCITS Board, the placement of DCITS Shares to each target subscriber will not be inter-conditional with each other.

Number of DCITS Shares to be issued

The total number of DCITS Shares to be issued pursuant to the Proposed Private Placement shall not exceed 20% of the total issued shares of DCITS immediately prior to the completion of the Proposed Private Placement.

The number of DCITS Shares to be issued shall be determined by the DCITS Board as authorized by the general meeting of shareholders of DCITS, through negotiation with the sponsor (who will be the lead underwriter) of the Proposed Private Placement and in accordance with applicable laws, regulations, and normative documents, as well as the actual circumstances at the time of issuance, after the CSRC has made the decision to grant the registration for the Proposed Private Placement.

Pricing principles and issue price

The pricing benchmark date shall be the first day on which DCITS formally launches the Proposed Private Placement, being the commencement date of the issuance period. The exact date of the pricing benchmark date will be negotiated and determined by DCITS and the sponsor (who will be the lead underwriter) of the Proposed Private Placement in light of market conditions after DCITS obtains the registration approval from the CSRC, which is expected to take place in the fourth quarter of 2026. The issuance period is currently expected to be one month.

The issue price shall not be lower than 80% of the average trading price of the DCITS Shares for the 20 trading days prior to the pricing benchmark date, and will be subject to adjustments due to ex-rights or ex-dividends event of DCITS (such as distribution of cash dividend, bonus issue, or conversion of capital reserve into share capital) during the period between the pricing benchmark date and the issue date.

The final issue price will be determined by the DCITS Board after negotiation with the lead underwriter in accordance with the authorization of the general meeting of shareholders of DCITS, the provisions of relevant laws and regulations and the requirements of regulatory authorities, as well as the actual circumstances at the time of issuance.

Conditions precedent of the Proposed Private Placement

The Proposed Private Placement is conditional upon:

(a) the approval of the Proposed Private Placement by the DCITS Board and the shareholders of DCITS at the general meeting;

(b) the approval of the Proposed Private Placement by the Shareholders at the SGM;

(c) the approval of the Proposed Private Placement by the Shenzhen Stock Exchange and the registration of the Proposed Private Placement by the CSRC; and

(d) the obtaining of any other necessary approval and/or filings in respect of the Proposed Private Placement from any applicable regulatory authorities.

None of the conditions above may be waived by any party to the Proposed Private Placement and therefore, if any of the conditions above is not satisfied, DCITS will not proceed with the Proposed Private Placement.

In respect of the condition set out in paragraph (d) above, as at the Latest Practicable Date, the Company is not aware of any other approvals and/or filings which are required to be obtained by DCITS in respect of the Proposed Private Placement.

As at the Latest Practicable Date, save that the Proposed Private Placement has been approved by the DCITS Board, none of the remaining conditions precedent has been fulfilled.

Lock-up period

All target subscribers shall not transfer the DCITS Shares subscribed under the Proposed Private Placement within six months from the date of completion thereof, subject to the applicable laws, regulations and normative documents. Furthermore, any additional DCITS Shares received by the target subscribers in respect of the relevant DCITS Shares subscribed under the Proposed Private Placement as a result of events such as the distribution of share dividend or the conversion of capital reserve into share capital shall also be subject to the aforementioned lock-up arrangements.

Place of listing of the DCITS Shares to be issued

The DCITS Shares to be issued under the Proposed Private Placement will be listed and traded on the Shenzhen Stock Exchange.

Use of proceeds

Assuming that the maximum total amount of funds of RMB1 billion will be raised under the Proposed Private Placement, the net proceeds from the Proposed Private Placement (after deducting all applicable costs and expenses incurred in connection with the Proposed Private Placement) are currently intended to be used by DCITS in the following manner:

(a) approximately RMB320.91 million will be used to increase DCITS' investments in AI technologies, comprising approximately RMB150.99 million for procurement of equipment and software, approximately RMB153.62 million for staff remuneration, and approximately RMB16.30 million for expert and testing fees, with the rest for general working capital purposes including, without limitation, rent, utility bills, marketing, taxes, and fees of professional parties. The proceeds are expected to be fully utilized in three years;

(b) approximately RMB387.97 million will be used to establish a business base in East China, comprising approximately RMB361.74 million for acquisition of premises, approximately RMB23.37 million for renovation and other construction-related costs, and approximately RMB2.86 million for purchases of equipment, with the rest for general working capital purposes including, without limitation, rent, utility bills, marketing, taxes, and fees of professional parties. The proceeds are expected to be fully utilized in one year; and

(c) approximately RMB291.12 million will be used to replenish the working capital of DCITS to support its ordinary course business needs, including research and development ("**R&D**"), talent acquisition, market development, project implementation, and operations and management, provided that the actual amount to be used to replenish the working capital of DCITS shall not exceed 30% of the total amount of funds to be raised from the Proposed Private Placement. As of the Latest Practicable Date, there is no expected timetable for the use of proceeds in relation to the replenishment of DCITS' working capital.

The total amount of funds to be raised under the Proposed Private Placement and the intended use of the net proceeds from the Proposed Private Placement are subject to the approval by the relevant PRC regulatory authorities.

Expected timetable

The approval by the Company's Shareholders in relation to the Proposed Private Placement shall remain valid for twelve (12) months from the date on which the relevant resolution is considered and approved by the Company's Shareholders at the SGM (the "**DC Shareholders' Approval**").

DCITS currently plans to submit relevant application and/or filing materials in respect of the Proposed Private Placement for necessary regulatory approvals after the Proposed Private Placement is approved by the shareholders of DCITS (the "**DCITS Shareholders' Approval**"). As informed by the DCITS Board which has obtained legal advice from its PRC legal advisor, the DCITS Shareholders' Approval in relation to the Proposed Private Placement shall remain valid for twelve (12) months from the date on which relevant resolution is considered and approved by the shareholders of DCITS at its general meeting, which, as of the Latest Practicable Date, is expected to take place after the SGM.

As informed by the DCITS Board, it is currently expected that DCITS will obtain necessary approvals and/or filings in respect of the Proposed Private Placement from applicable regulatory authorities in the fourth quarter of 2026. DCITS will issue DCITS Shares to the subscribers pursuant to the Proposed Private Placement at an appropriate time within the 12-month effective registration period to be approved by the CSRC and while the DC Shareholders' Approval remains valid. If the DCITS Shares should be issued after the DC Shareholders' Approval expires, the Company will seek the approval from its Shareholders for a renewal or extension of such approval.

Effect of the Proposed Private Placement on the Shareholding Structure of DCITS

As at the Latest Practicable Date, the total number of DCITS Shares in issue was 975,774,437, among which, the Company indirectly held 376,776,084 DCITS Shares. For illustrative purposes only, assuming that the maximum number of DCITS Shares will be issued pursuant to the Proposed Private Placement (i.e. 195,154,887 DCITS Shares, representing 20% of the total number of DCITS Shares in issue as at the Latest Practicable Date and approximately 16.67% of the total number of DCITS Shares as enlarged by the Proposed Private Placement) and that there is no change in the number of DCITS Shares in issue of DCITS from the Latest Practicable Date to the completion of the Proposed Private Placement, the issue and allotment of the DCITS Shares by DCITS pursuant to the Proposed Private Placement will result in a reduction of the Group's percentage of equity interest in DCITS by approximately 6.44% and DCITS will be held as to approximately 32.18% by the Group immediately upon completion of the Proposed Private Placement. DCITS will remain a subsidiary of the Group.

Financial Effects of the Proposed Private Placement

As DCITS will remain as a subsidiary of the Group upon completion of the Proposed Private Placement, the financial results of DCITS will continue to be consolidated into the financial statements of the Group. The Group does not expect to recognize any gain or loss on deemed disposal arising from the Proposed Private Placement in profit or loss. Upon completion of the Propose Private Placement, it is expected that the net asset value of the Group will increase by a maximum of RMB1 billion (subject to the actual amount to be raised under the Proposed Private Placement) and the liabilities of the Group will remain unaffected, as a result of the issuance of DCITS Shares by DCITS.

Reasons for and Benefits of the Proposed Private Placement

Optimizing DCITS's Capital Structure to Enhance Risk Resilience and Profitability

DCITS intends to use a portion of the proceeds from the Proposed Private Placement to replenish the working capital requirements for its business development, which will help optimize its capital structure by increasing its total and net assets and thereby reducing its gearing ratio, strengthen its risk resilience and better meet its funding needs for ongoing business development.

DCITS' "AI + Finance" represents its business strategy to apply and implement artificial intelligence to the financial sector. As DCITS's "AI + Finance" strategy accelerates its implementation and the productization and commercialization of its software continue to progress, DCITS's R&D and delivery capabilities are expected to be significantly enhanced, which will further expand its business scale, leading to sustained growth in its operating revenue and net profit, thereby improving its profitability. In the meantime, DCITS has proposed and actively implemented the "AI for Process" philosophy, driving the deep integration of artificial intelligence with

financial business processes, and striving to upgrade AI empowerment from the application of individual tools to the intelligent transformation of the entire business process.

Building an Integrated Three-in-One AI System to Consolidate DCITS's Leading Position in Fintech

DCITS intends to use a portion of the proceeds from the Proposed Private Placement to increase its investments in AI technologies, including for the purchase of equipment and software, staff recruitment, redeployment and training, and product development, testing, iteration and upgrades. The initiative has an expected timetable of three years comprising three core projects, namely the financial knowledge middle platform, the intelligent software engineering platform for the financial sector, and the scenario application agent.

Through the financial knowledge middle platform, DCITS aims to reduce knowledge operations and maintenance costs, and introduce Retrieval-Augmented Generation (RAG) technology to safeguard the accuracy and regulatory compliance of outputs generated by large language models, which are deep-learning AI models trained on vast amounts of text to understand, generate and interact in human language. In addition, DCITS plans to develop an intelligent software engineering platform spanning the full R&D lifecycle, enabling intelligent upgrades across key processes including requirements analysis and code generation, with a view to enhancing R&D quality and delivery reliability. Furthermore, the scenario application agent covers business scenarios such as marketing, wealth management and credit services, establishing a "digital workforce" system to drive the intelligent transformation of the relevant business operations.

These three projects will work in close synergy to form a complete closed-loop system spanning capability orchestration, knowledge consolidation and business transformation. This will help financial institutions to achieve a closed-loop intelligent business process and to build a secure, agile and efficient digital intelligence empowerment ecosystem. The three core components can each be sold to customers in the financial sector as standalone software or services, thereby promoting the productization of DCITS' software services and expanding the scale of its software product sales.

Establishing a Business Base in East China for Further Business Growth

DCITS intends to use a portion of the proceeds from the Proposed Private Placement to establish a business base in East China (the "**East China Business Base Construction Project**"). As a fintech service provider, DCITS's core competitiveness is highly dependent on its R&D and delivery talents. DCITS has an established client base and a sizeable team in East China. Given that financial institution clients have stringent requirements for system stability, localized and immediate response capabilities can significantly shorten troubleshooting time and reduce communication costs.

The East China Business Base Construction Project aims to establish a modern, high-efficiency delivery and R&D base for use by DCITS' delivery and R&D personnel. This will significantly increase the capacity to accommodate professional delivery and R&D staff, effectively support DCITS' business delivery in the East China region and its international business expansion, and enhance employees' sense of belonging, identification and well-being, thereby promoting talent retention and the recruitment of outstanding talent. Upon completion, the East China Business Base Construction Project will support DCITS in further optimizing delivery processes, integrating R&D resources, and refining the service system. It will enhance delivery capabilities and service standards to better meet customer needs, strengthen DCITS' core competitiveness, and drive business development towards higher quality, greater efficiency, and upgrading. Furthermore, it will strengthen the collaborative ties with domestic and international clients in the East China region, expand business cooperation with international clients, accelerate overseas expansion, increase market share, and drive revenue growth.

The Company expects to directly benefit from DCITS's business growth and the value of the Shares of the Company will also be enhanced, which will be in the interest of the Shareholders as a whole.

Having considered the terms and the benefits of the Proposed Private Placement, the Directors believe that the terms of the Proposed Private Placement will be fair and reasonable, and the Proposed Private Placement is in the interests of the Company and the 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 its 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.

DCITS

DCITS is a company established under the laws of the PRC with its issued shares listed on the Shenzhen Stock Exchange (stock code: 000555). Founded in 1996, DCITS is a major player in the fintech industry with over 300 financial software products. DCITS also provides top-tier services to over 2,000 financial institutions to meet demands in business applications, technical platforms and infrastructure.

Below are summaries selected consolidated financial information of DCITS prepared under the China Accounting Standards for Business Enterprises for the periods/dates indicated:

	Year ended 31 December	
	2024	**2025**
	(RMB'000, audited)	*(RMB'000, audited)*
Revenue	10,002,832	13,162,812
Net profit/(loss) before tax	(510,069)	12,731
Net profit/(loss) attributable to shareholders of the parent company	(524,060)	56,428

	As of 31 December	
	2024	**2025**
	(RMB'000, audited)	*(RMB'000, audited)*
Total assets	11,979,374	12,525,576
Net assets attributable to shareholders of the parent company	5,643,854	5,688,129

Implications under the Listing Rules

Assuming that the maximum number of DCITS Shares will be issued pursuant to the Proposed Private Placement (i.e. 195,154,887 DCITS Shares) and that there is no change in the number of DCITS Shares in issue of DCITS from the Latest Practicable Date to the completion of the Proposed Private Placement, the issue and allotment of the DCITS Shares pursuant to the Proposed Private Placement will result in a reduction of the Company's percentage of equity interest in DCITS by approximately 6.44%, and will therefore constitute a deemed disposal of the Company pursuant to Rule 14.29 of the Listing Rules. As the highest applicable percentage ratio under Rule 14.07 of the Listing Rules for the Proposed Private Placement is more than 25% but less than 75%, the Proposed Private Placement, if proceeded with, constitutes a major transaction of the Company and is subject to the reporting, announcement and shareholders' approval requirements under Chapter 14 of the Listing Rules.

The Proposed Private Placement has been approved by the Board. As each of Mr. GUO Wei ("**Mr. Guo**") and Mr. CAI Yinghua is a director of DCITS, each of them has a material interest in the Proposed Private Placement and hence abstained from voting on the relevant Board resolutions. To the best of the Directors' knowledge, information and belief, none of the other Directors have a material interest in the Proposed Private Placement, and none of them were required to abstain or had abstained, from voting on the relevant Board resolutions.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, there is no Shareholder who has a material interest in the Proposed Private Placement and who is required to abstain from voting at the SGM to approve the Proposed Private Placement.

3. SGM

At the SGM, ordinary resolution will be proposed to consider and, if thought fit, among others, approve the Proposed Private Placement. The SGM will be held via the eVoting Portal on Wednesday, 24 June 2026 at 10:30 a.m., or where the context so admits, any adjournment thereof, for considering the Proposed Resolution. The SGM Notice is set out on pages 29 to 31 of this circular.

A form of proxy for use at the SGM is enclosed with this circular and such form is also available at the websites of the Company at www.dcholdings.com and the Stock Exchange at www.hkexnews.hk. If you are not able to attend the SGM via the eVoting Portal, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon to the public office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (i.e. not later than 10:30 a.m. on Monday, 22 June 2026) or any adjourned meeting thereof (as the case may be). Completion and return of the accompanying form of proxy will not preclude you from attending and voting via the eVoting Portal at the SGM or any adjourned meeting thereof (as the case may be) should you so wish.

To the best of the knowledge of the Company having made all reasonable enquiries, no Shareholder has a material interest in the Proposed Private Placement and therefore no Shareholder is required to abstain from voting at the SGM. In the event that a Shareholder has indicated to participate in the Proposed Private Placement before the SGM, such Shareholder and his/her/its close associates (as defined under the Listing Rules) will be required to abstain from voting on the relevant resolution to be proposed at the SGM.

4. VOTING AT THE SGM

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll. As such, the resolution to be proposed at the SGM will be put to vote by way of poll.

After the closure of the SGM, an announcement on the poll results will be published on the Company's website at www.dcholdings.com and the Stock Exchange's website at www.hkexnews.hk.

5. RECORD DATE

The record date, being the last date of registration of any transfer of Shares for the purpose of determining the entitlements of the Shareholders to attend and vote at the SGM will be Wednesday, 17 June 2026. In order to qualify for attending the SGM, all transfer forms accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 17 June 2026 for registration.

6. VIEWS OF THE BOARD

The Board believes that the terms of the Proposed Private Placement will be fair and reasonable, and the Proposed Private Placement is in the interests of the Company and the Shareholders as a whole, and accordingly, the Board recommends that Shareholders vote in favor of the Proposed Resolution at the SGM.

7. BAD WEATHER ARRANGEMENTS

If typhoon signal No. 8 or above, or a black rainstorm warning is in effect on the date of the SGM, the meeting will be held as scheduled.

8. FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By Order of the Board
GUO Wei
Chairman and Chief Executive Officer

1. FINANCIAL INFORMATION OF THE GROUP

Details of the audited consolidated financial information of the Company for each of the three years ended 31 December 2023, 2024 and 2025 are disclosed in the following annual reports of the Company for the years ended 31 December 2023, 2024 and 2025, respectively, which have been published and are available on the website of the Stock Exchange (www.hkexnews.hk) and the website of the Company (www.dcholdings.com):

- the annual report of the Company for the year ended 31 December 2023 (pages 140 to 245) published on 25 April 2024
- the annual report of the Company for the year ended 31 December 2024 (pages 67 to 181) published on 25 April 2025
- the annual report of the Company for the year ended 31 December 2025 (pages 67 to 179) published on 23 April 2026

2. STATEMENT OF INDEBTEDNESS OF THE GROUP

As at the close of business on 31 March 2026, being the latest practicable date for the sole purpose of determining this statement of indebtedness and contingent liabilities of the Group prior to the date of this circular, same as otherwise disclosed herein, the Group had aggregate outstanding carrying amount of bank and other borrowings of approximately RMB3,729.6 million and the details are as follows:

	RMB in million
Bank borrowings	
— Secured	2,611.0
— Unsecured	1,075.1
	3,686.1
Other borrowings	
— Unsecured and unguaranteed	43.5
Total:	3,729.6

Mortgages

As at the close of business on 31 March 2026, the Group's bank borrowings of approximately RMB1,541.3 million were secured by mortgages over the Group's buildings, investment properties and land use rights with an aggregate carrying amount of approximately RMB3,094.9 million.

Lease liabilities

As at 31 March 2026, the Group had lease liabilities of approximately RMB50.0 million related to the lease of buildings which were unsecured and unguaranteed.

Contingent liabilities

As at 31 March 2026, the Group was involved in pending litigation related to subsidiaries of the Company, namely:

(a) Shenzhen Yihua Computer Co., Ltd. ("**Yihua**") initiated legal proceedings against Oki Electric Industry (Shenzhen) Co., Ltd. ("**OKI**") and a subsidiary of the Company, Digital China Jinxin (Beijing) Technology Co., Ltd. ("**DC Jinxin**") in a patent infringement dispute, demanding that OKI desist the production and sale of the infringing products and DC Jinxin cease to sell the products. Additionally, Yihua demanded compensation from OKI totaling RMB275.3 million.

As at 31 March 2026, the case has not yet been adjudicated. Based on the advice from PRC legal advisors of the Group, no material loss will be borne by DC Jinxin.

(b) Beijing Urban Construction Intelligent Control Technology Co., Ltd. ("**UCIC**") instituted legal proceedings against Digital China System Integration Services Co., Ltd., a subsidiary of the Company, for the contract sum of RMB376.3 million under the relevant procurement contracts, liquidated damages for overdue payment of RMB36.5 million, legal fees of RMB500,000 and other expenses, and sought an order that the Company be held jointly and severally liable for the aforesaid debts. UCIC applied to the courts for property preservation in the aggregate amount of RMB413.3 million.

As at 31 March 2026, the case had been heard but no judgment had been handed down. And bank accounts of the Company with an aggregate balance of RMB413.3 million had been frozen. According to the advice from PRC legal advisors of the Group, the court is highly likely to dismiss UCIC's claims.

After taking into account the advice of the external PRC legal advisers of the Group, the management of the Group considers that there is no need to record contingent liabilities as at 31 March 2026.

General

Except as disclosed above and apart from intra-group liabilities, the Group did not have, as at 31 March 2026, any other debt securities issued or outstanding, and authorized or otherwise created but unissued, terms loans, other borrowings and indebtedness, bank overdrafts, liabilities under acceptances (other than normal trade bills), acceptance credits, lease liabilities, charges, guarantees or other material contingent liabilities.

3. WORKING CAPITAL SUFFICIENCY OF THE GROUP

The Directors, after due and careful consideration, are of the opinion that based on existing cash and bank balances, available banking facilities and the internal resources of the Group, the Group will have sufficient working capital for its present requirements, taking into consideration of the Proposed Private Placement and the existing operations for at least the next twelve months from the date of this circular.

The Company has obtained the working capital sufficiency confirmation letter from its auditor as required under Rule 14.66(12) of the Listing Rules.

4. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group will continue to principally engage into the following three segments:

Data Intelligence Services

The Group continues to deepen its AI full-stack service capabilities centered on computing power, data, algorithms, and applications, accelerating the transformation of cutting-edge technologies into high-value commercial scenarios. By leveraging the agile validation and deep co-creation business model of the "Yanyun AI First FDE", it rapidly enters target industries, significantly shortening delivery cycles and establishing a new operational paradigm where technology drives business.

Integrated Supply Chain Services

With over two decades of in-depth industry engagement and practical experience, the Group has established an integrated supply chain service system that closely coordinates end-to-end logistics supply chain fulfillment with omnichannel e-commerce operations. The Group decouples complex supply chain management into modular, combinable atomic standard capabilities, providing enterprise clients with comprehensive solutions from planning and fulfilment to operations. Through customized services deeply rooted in industry scenarios, the Group precisely addresses customer needs, committed to helping them optimize inventory, reduce costs, enhance efficiency, and strengthen supply chain resilience, ultimately maximizing value across the entire chain.

Fintech Services and Other

The Fintech Services Business mainly comprises the business of DCITS which provides comprehensive and integrated digital transformation support services for financial institutions and clients across various industries. Leveraging extensive customer coverage, massive scenario data, and deep industry understanding, it continuously drives the precise implementation and innovative breakthroughs of AI solutions, deeply serving over 2,000 financial and pan-financial clients, successfully achieving high-quality development that balances both scale and quality.

Upon completion of the Proposed Private Placement, DCITS will remain as a subsidiary of the Group and the financial results of DCITS will continue to be consolidated into the financial statements of the Group. As a result of the issuance of DCITS Shares, the net asset value of the Group will increase in line with the actual amount to be raised under the Proposed Private Placement. The Company expects to directly benefit from DCITS's business growth and the value of the Shares of the Company will also be enhanced upon completion of the Proposed Private Placement.

As of 31 March 2026, the Group has led or participated in the development of a total of 246 national and industry standards and standards of associations and/or organizations, among which 124 were approved and released, and 122 were under research and development. Besides, the Group held a total of 3,470 intellectual property rights, including software copyrights and patents.

During the year ended 31 December 2025, the Group's operating revenue was RMB21.01 billion, reflecting a year-on-year increase of 26%; gross profit was RMB2.49 billion, reflecting a year-on-year increase of 8%, net profit attributable to the parent turned from a loss to a profit, swinging from a loss of RMB254 million in the same period last year to a profit of RMB31.42 million; adjusted net profit increased from a loss of RMB127 million in the same period last year to RMB215 million. The significant improvement in operational quality was primarily attributable to the rapid growth of the integrated supply chain services business driven by robust marketing and lean operations; while the fintech services segment also returned to profitability. The service-based revenue of the Group reached RMB10.14 billion, reflecting a year-on-year increase of 9%, accounting for 48% of the Group's total revenue.

The Group will commit to implementing the "AI for Process" philosophy and deeply implementing the "Data x AI" strategy. Powered by intelligence as the engine, strong marketing as the spear, and lean operations as the shield, the Group will continuously promote the transformation of the supply chain from a cost center to a value center.

Intelligent Engine: The Group will deepen the competitiveness of the data intelligence decision-making enabling platform with "Yanyun Infinity" as the core, complete industry AI for process through the "Yanyun AI First FDE" model, take the lead in launching supply chain intelligent agent clusters and intelligent application services for industry clients and ecosystem partners, and accelerate the comprehensive transformation of the commercialization and implementation of AI solutions.

Strong Marketing: The Group will resolutely implement the "Client + Ecosystem" strategy, using the Legacy Value Program and the Growth Frontier Initiative as key initiatives to drive rapid growth of industry clients, accelerate the application of AI capabilities in supply chain and e-commerce scenarios, create proprietary e-commerce live streaming IP, continuously build a competitive advantage in data intelligence and integrated supply chain services, and ensure absolute leadership in scale and market brand within target industries.

Lean Operations: The Group will continuously advance the standardized execution system and hierarchical management of clients, establish industry-recognized reputation as a "warehouse management expert" and "cargo management expert", continuously improve the quality and satisfaction of client operational services, and help clients achieve cost reduction and efficiency improvement while improving the Group's own operational efficiency and operational quality.

Organizational Development: The Company issued an AI code of conduct to unify the AI understanding across all employees and advanced the AI-driven restructuring of internal processes. Meanwhile, the Company continued to strengthen the cultivation and recruitment of specialized talent, accelerating the development of AI First FDE organizational capabilities, thereby driving improvements in AI effectiveness and operational efficiency.

Looking ahead, the Group will implement the "AI for Process" concept integrating general and specialized AI, focusing on the deep integration and value transformation of AI full-stack technology with supply chain business scenarios, enabling clients to shift intelligent solutions from "efficiency tools" to an "intelligent ecosystem", and injecting high-quality development momentum into the real economy.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS

Directors and chief executive

As at the Latest Practicable Date, the interests or short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "**SFO**")) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which have been taken or deemed to have been taken under such provisions of the SFO); or (ii) entered into the register maintained by the Company under Section 352 of the SFO; or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") contained in the Listing Rules were as follows:

Name of Director	Capacity	Personal Interests	Corporate Interests	Number of outstanding share options	Total *(Note 1)*	Approximate percentage of aggregate interests (%) *(Note 5)*
GUO Wei	Beneficial owner and interests of controlled corporations	107,996,707	183,784,857 *(Note 2)*	54,000,000 *(Note 3)*	345,781,564	20.66
LIN Yang	Beneficial owner	3,571,734	—	1,332,000 *(Note 3)*	4,903,734	0.29
LIU Yun, John	Beneficial owner	100,000 *(Note 4)*	—	1,332,000 *(Note 3)*	1,432,000	0.09
KING William	Beneficial owner	100,000 *(Note 4)*	—	1,332,000 *(Note 3)*	1,432,000	0.09

Notes:

1. All of the interests disclosed herein represent long position in the Shares.

2. Pursuant to a Form 3A — Director/Chief Executive Notice — Interests in Shares of Listed Corporation filed by Mr. GUO Wei on 25 January 2025, these Shares represent Shares held by Kosalaki Investments Limited ("**KIL**") and Digital China Group Co., Ltd. (神州數碼集團股份

有限公司) ("**DCG**", together with its subsidiaries, the "**DCG Group**") (listed on the Shenzhen Stock Exchange) and its subsidiaries. Mr. GUO Wei is the sole shareholder and a director of KIL, and is a substantial shareholder as to approximately 23.12% and also a director of DCG.

3. Representing 54,000,000 share options that were granted to Mr. GUO Wei and 1,332,000 share options that were granted to each of Mr. LIN Yang, Dr. LIU Yun, John and Mr. KING William on 13 July 2020 which remained outstanding as at the Latest Practicable Date. These share options are exercisable from the date of satisfaction of certain conditions stated in the offer letter dated 13 July 2020 to 12 July 2028 at an exercise price of HK$6.60 per Share for subscription of Shares.

4. On 2 June 2020, 100,000 shares were granted to each of Dr. LIU Yun, John and Mr. KING William under the RSA Scheme, and were vested in January 2021 pursuant to the terms and conditions of the RSA Scheme.

5. The approximate percentage of interests is based on the aggregate nominal value of the Shares/underlying shares comprising the interests held as a percentage of the aggregate nominal value of all the issued share capital of the Company of the same class immediately after the relevant event and as recorded in the register maintained under Section 352 of the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors nor the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company, or any of its associated corporation (within the meaning of Part XV of the SFO), which had been recorded in the register maintained by the Company pursuant to section 352 of the SFO or which had been notified to the Company and the Stock Exchange pursuant to the Model Code.

Substantial Shareholders

As at the Latest Practicable Date, so far as was known to the Directors or the chief executive of the Company, the following are the details of the persons (other than the Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group:

Name	**Capacity**	**Number of Shares** *(Note 1)*	**Approximate percentage of aggregate interests (%)** *(Note 9)*
Kosalaki Investments Limited	Beneficial owner	114,876,857 *(Note 2)*	6.86
Dragon City International Investment Limited	Beneficial owner	114,444,622	6.84

Name	Capacity	Number of Shares *(Note 1)*	Approximate percentage of aggregate interests (%) *(Note 9)*
YIP Chi Yu	Interests of a controlled Corporation/Interest of spouse	114,444,622/ 104,203 *(Notes 3 & 4)*	6.84
HUANG Shaokang	Beneficial owner/Interest of spouse	104,203/ 114,444,622 *(Notes 3 & 4)*	6.84
Guangzhou City Infrastructure Investment Group Limited* (廣州市城市建設投資集團有限公司) ("**GZ Infrastructure**")	Interests of controlled corporations	331,201,928 *(Note 5(a))*	19.80
Guangzhou City Investment Co., Ltd.* (廣州市城投投資有限公司) ("**GZ Investment**")	Interests of controlled corporations	331,201,928 *(Note 5(b))*	19.80
Guangzhou City Investment Jiapeng Industry Investment Fund Management Co., Ltd.* (廣州城投佳朋產業投資基金管理有限公司) ("**GZ Jiapeng**")	Interests of a controlled corporation	299,760,000 *(Note 5(c))*	17.92
Guangzhou City Investment Jiazi Investment Partnership (Limited Partnership)* (廣州城投甲子投資合夥企業(有限合夥)) ("**GZ Jiazi**")	Beneficial owner	299,760,000 *(Note 5(d))*	17.92
Guangzhou Radio Group Co., Ltd.* (廣州無線電集團有限公司) ("**Guangzhou Radio Group**")	Interests of controlled corporations	181,120,250 *(Note 6)*	10.83
GRG Banking Equipment Co., Ltd.* (廣州廣電運通金融電子股份有限公司) ("**GRG Banking Corp.**")	Interests of controlled corporations	181,120,250 *(Note 7)*	10.83
Law Debenture Trust (Asia) Limited as trustee of Digital China Holdings Limited Restricted Share Award Scheme Trust	Trustee	184,352,900	11.02
China New Century Co., Ltd.* (中國新紀元有限公司)	Interests of controlled corporation	101,800,000	6.08
Digital China Group Co. Ltd.* (神州數碼集團股份有限公司) ("**DCG**")	Beneficial owner/Interests of controlled corporation	21,660,000/ 197,671,000 *(Note 8)*	13.11

Notes:

1. All of the interests disclosed herein represent long position in the Shares.

2. Mr. GUO Wei, a director of the Company, is the sole shareholder and a director of KIL. The Shares registered in the name of KIL was also disclosed as the interest of Mr. Guo in the subsection headed "Directors and chief executive" above.

3. Dragon City International Investment Limited ("**Dragon City**") is wholly owned by Ms. YIP Chi Yu ("**Ms. Yip**") and Mr. HUANG Shaokang ("**Mr. Huang**") is the spouse of Ms. Yip. By virtue of the SFO, Ms. Yip was deemed to be interested in the Shares in which Dragon City and Mr. Huang was interested.

4. Mr. Huang is the spouse of Ms. Yip. By virtue of the SFO, Mr. Huang was deemed to be interested in the Shares in which Ms. Yip was interested.

5. (a) Pursuant to a Form 2 — Corporate Substantial Shareholders Notice filed by GZ Infrastructure, on 28 January 2021, GZ Infrastructure was interested in 331,201,928 Shares in aggregate, of which, 299,760,000 Shares were held by GZ Jiazi and 31,441,928 shares were held by Suitong Hong Kong Company Limited* (穗通(香港)有限公司) ("**Suitong HK**"). GZ Jiazi is owned as to 99.96% by GZ Investment and 0.04% by GZ Jiapeng, which is in turn wholly-owned by GZ Investment. Suitong HK is also wholly-owned by GZ Investment. GZ Investment is 80% owned by GZ Infrastructure and 20% owned by Guangzhou Industry Investment Fund Management Co. Ltd.*, (廣州產業投資基金管理有限公司) ("**GZ Industry Fund**") which is wholly-owned by GZ Infrastructure. By virtue of the SFO, GZ Infrastructure was deemed to be interested in the Shares in which GZ Jiazi and Suitong HK were interested.

   (b) Pursuant to a Form 2 — Corporate Substantial Shareholders Notice filed by GZ Investment, on 28 January 2021, GZ Investment was interested in 331,201,928 Shares in aggregate, of which, 299,760,000 Shares were held by GZ Jiazi and 31,441,928 Shares were held by Suitong HK. By virtue of the SFO, GZ Investment was deemed to be interested in the Shares in which GZ Jiazi and Suitong HK were interested.

   (c) Pursuant to a Form 2 — Corporate Substantial Shareholders Notice filed by GZ Jiapeng, on 28 January 2021, GZ Jiapeng was interested in the Shares in which GZ Jiazi was interested by virtue of the SFO.

   (d) Pursuant to a Form 2 — Corporate Substantial Shareholders Notice filed by GZ Jiazi, on 28 January 2021, GZ Jiazi was beneficially interested in 299,760,000 Shares.

6. Pursuant to a Form 2 — Corporate Substantial Shareholders Notice filed by Guangzhou Radio Group on 16 February 2021, GRG Banking Corp., a company listed on The Shenzhen Stock Exchange and owned as to 52.96% by Guangzhou Radio Group, was interested in 181,120,250 Shares.

7. Pursuant to a Form 2 — Corporate Substantial Shareholders Notice filed by GRG Banking Corp. on 16 February 2021, GRG Banking Corp. was interested in 181,120,250 Shares of which 7,078,000 Shares were held by GRG Banking Equipment (HK) Co., Limited (廣電運通國際有限公司) which is wholly-owned by GRG Banking Corp.

8. Pursuant to a Form 2 — Corporate Substantial Shareholders Notice filed by DCG on 12 May 2026, DCG was interested in 219,331,000 Shares in aggregate, of which 197,671,000 shares were interests of controlled corporations, which includes (i) 60,487,000 shares were held by Digital China Technology Limited ("**DCT**"); (ii) 118,514,000 shares were held by Digital China (HK) Limited ("**DCHK**"); and (iii) 18,670,000 shares were held by Beijing Digital China Smart Life Technology Co., Ltd.* (北京神州數碼智慧生活科技有限公司) ("**DCSLT**"). Each of DCT, DCHK and DCSLT is an indirect wholly-owned subsidiary of DCG.

9. The approximate percentage of interests is based on the aggregate nominal value of the Shares/underlying shares comprising the interests held as a percentage of the aggregate nominal value of all the issued share capital of the Company of the same class immediately after the relevant event and as recorded in the register maintained under Section 336 of the SFO.

* *For identification purpose only*

Save as disclosed above and so far as was known to the Directors, as at the Latest Practicable Date, no other person (other than the Directors or chief executive of the Company) had an interest or short position in the Shares or underlying shares of the Company which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group.

3. COMPETING INTEREST

As at the Latest Practicable Date, none of the Directors and their respective close associates were interested in any business, apart from the Group's business, which competes or is likely to compete, either directly or indirectly, with the Group's business.

4. INTERESTS IN ASSETS, CONTRACT OR ARRANGEMENT

As at the Latest Practicable Date, none of the Directors has any direct or indirect interest in any assets which have been or are proposed to be, since 31 December 2025, being the date to which the latest published audited financial statements of the Group were made up, acquired or disposed of by, or leased to any member of the Group.

DCG Group was one of the top five customers of the Group for the year ended 31 December 2025. In addition, the Group and the DCG Group entered into an agreement in respect of mutual provision of services, products and operating leases for the two financial years ending 31 December 2027. Mr. GUO Wei, the chairman, chief executive officer and an executive Director of the Company, is a director of DCG and held approximately 21.39% equity interests in DCG as at the Latest Practicable Date, and is therefore regarded as having an interest in the aforesaid contract or arrangement with DCG Group. Save as disclosed above, as at the Latest Practicable Date, none of the Directors was materially interested in any subsisting contracts or arrangement which was significant in relation to the business of the Group.

5. MATERIAL ADVERSE CHANGE

The Directors are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2025, the date to which the latest published audited consolidated accounts of the Group have been made up, till the Latest Practicable Date.

6. MATERIAL LITIGATION

As at the Latest Practicable Date, no litigation or claim of material importance is known to the Directors to be pending or threatened against any member of the Group.

7. DIRECTORS' SERVICE AGREEMENTS

As at the Latest Practicable Date, executive Directors have entered into service agreements with the Company. None of the Directors had entered, or proposed to enter into a service contract with any member of the Group which does not expire or is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

8. MATERIAL CONTRACTS

The following contracts, not being contracts entered into in the ordinary course of business of the Group, have been entered into by the Group within two years preceding the Latest Practicable Date and which are material:

(1) an exit agreement dated 24 December 2024 entered into between Xian Digital China Company Limited* (西安神州數碼實業有限公司), an indirect wholly-owned subsidiary of the Company, and Inner Mongolia Hohhot Jingu Rural Commercial Bank Company Limited* (內蒙古呼和浩特金谷農村商業銀行股份有限公司) ("**Hohhot Jingu**"), in connection with the sale of 145,431,000 shares of Hohhot Jingu (representing approximately 9.8% of the entire issued shares of Hohhot Jingu) at a consideration of approximately RMB285.2 million;

(2) a share transfer agreement dated 14 January 2026 entered into amongst Changchun Financial Holdings Group Co., Ltd.* (長春市金融控股集團有限公司) ("**Changchun Financial**"), as transferor, Digital China Software Co., Ltd.* (神州數碼軟件有限公司) ("**DC Software**") as transferee, and Shenqi Digital Company Limited* (神旗數碼有限公司) (formerly known as Beijing Internetware Software Company Limited* (北京因特睿軟件有限公司)) ("**Shenqi Digital**"), pursuant to which Changchun Financial agreed to transfer its 6.20% equity interest in Shenqi Digital to DC Software at a consideration of approximately RMB522.43 million; and

(3) a repurchase memorandum dated 16 January 2026 entered into amongst Changchun Jingyue High-tech Industrial Development Zone State-owned Assets Investment and Operation (Group) Co., Ltd.* (長春淨月高新技術產業開發區國有資產投資運營(集團)有限公司) ("**Changchun Jingyue**"), Shenqi Digital, DC Software, and the Company, pursuant to which DC Software agreed to repurchase Changchun Jingyue's entire equity interest in Shenqi Digital (being approximately 4.65% of the equity interest in Shenqi Digital) at a consideration of approximately RMB391.61 million.

* *For identification purposes only*

9. GENERAL

(a) The registered office of the Company is situated at Victoria Place, 5th Floor, 31 Victoria Street, Hamilton HM 10, Bermuda. The head office and principal place of business of the Company is at 31/F, Fortis Tower, 77–79 Gloucester Road, Wanchai, Hong Kong.

(b) The Hong Kong branch share registrar of the Company is Tricor Investor Services Limited, located at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(c) The company secretary of the Company is Mr. WONG Chi Keung, a fellow member of the Association of Chartered Certified Accountants and an associate of the Hong Kong Institute of Certified Public Accountants.

(d) In the event of inconsistency, the English text of this circular shall prevail over the Chinese text.

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)

NOTICE OF SPECIAL GENERAL MEETING

Unless otherwise defined or specified herein, capitalized terms used in this notice shall have the same meanings as those defined in the circular despatched to the Shareholders on 21 May 2026 (the "**Circular**").

NOTICE IS HEREBY GIVEN that the special general meeting ("**SGM**") of Digital China Holdings Limited (神州數碼控股有限公司*) (the "**Company**") will be held via the eVoting Portal on Wednesday, 24 June 2026 at 10:30 a.m. for the purpose of considering the following resolution:

ORDINARY RESOLUTION

(1) "**THAT:**

(a) the proposed non-public issuance of shares of 神州數碼信息服務集團股份有限公司 (Digital China Information Service Group Company Ltd.*) ("**DCITS**") by DCITS to not more than 35 specific target subscribers (the "**Proposed Private Placement**") during the effective registration period to be approved by the CSRC, and the transactions and other matters contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any executive Director be and is hereby authorized to do all such acts and things and execute all such documents which he or she considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Proposed Private Placement and the transactions and other matters contemplated thereunder."

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, 21 May 2026

* *For identification purpose only*

Notes:

(i) Registered Shareholders are requested to provide a valid email address of himself/herself or his/her proxy (except for the appointment of the chairman of the SGM) to receive the log-in username and password to participate online in the eVoting Portal where applicable.

(ii) All registered Shareholders will be able to join the SGM via the eVoting Portal. The eVoting Portal can be accessed from any location with access to the internet via any smartphone, tablet device or computer. All non-registered Shareholders may consult directly with their banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (as the case may be) for the necessary arrangements to attend and vote via the eVoting Portal at the SGM if they wish.

(iii) Any shareholder of the Company entitled to attend and vote at the SGM or any adjournment thereof (as the case may be) shall be entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him/her. A proxy need not be a shareholder of the Company.

(iv) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the SGM or any adjournment thereof (as the case may be) via the eVoting Portal, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the SGM or any adjournment thereof (as the case may be), then one of the said persons so present whose name stands first on the register of shareholders of the Company in respect of such share shall alone be entitled to vote in respect thereof. Only ONE PAIR of log-in username and password for the eVoting Portal will be provided to the joint holders.

(v) To be valid, the instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be deposited at the public office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM (i.e. not later than 10:30 a.m. on Monday, 22 June 2026) or any adjourned meeting thereof (as the case may be). Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting via the eVoting Portal at the SGM if he/she so wishes, or at any adjourned meeting thereof (as the case may be).

(vi) The record date, being the last date of registration of any transfer of Shares for the purpose of determining the entitlements of the Shareholders to attend and vote at the SGM will be Wednesday, 17 June 2026. In order to qualify for attending the SGM, all transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 17 June 2026 for registration.

(vii) Details of the eVoting Portal are set out in the Circular and the letter to registered Shareholders which will be despatched on or around Friday, 29 May 2026.

(viii) If any Shareholders have any enquiry on the above meeting, please contact the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited (telephone: +852 2980–1333).

* *For identification purpose only*