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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)

NOTICE OF SPECIAL GENERAL MEETING

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 Friday, 26 June 2026 at 11:00 a.m., or immediately after the conclusion of the 2026 annual general meeting of the Company to be held at 10:30 a.m. on the same day for the purpose of considering the following resolution:

SPECIAL RESOLUTION

(1) As special business, to consider and if thought fit, pass the following as special resolution:

"**THAT**:

(a) the existing bye-laws (the "**Bye-laws**") of the Company be amended by inserting the following new Bye-law 76(4) immediately following the existing Bye-law 76(3):

76(4) If a transaction constitutes a major transaction or a transaction of a higher category (including very substantial acquisitions, very substantial disposals, extreme transactions and reverse takeovers) under Chapter 14 of the Listing Rules, such transaction(s) shall be subject to the approval of the shareholders by way of a special resolution at a general meeting. And shareholders and their close associates (as defined under the Listing Rules) who have a material interest in the transaction(s) are required to abstain from voting on the resolution on such transaction(s) at the general meeting.

* *For identification purpose only*

(b) the new Bye-laws (a printed copy of which being tabled before the meeting and initialled by the chairman of the meeting for the purposes of identification) be and are hereby approved and adopted as the new Bye-laws of the Company in substitution for and to the exclusion of, the existing Bye-laws of the Company with immediate effect."

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 2026

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 11:00 a.m. on Wednesday, 24 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 transfer books and register of members of the Company will be closed from Tuesday, 23 June 2026 to Friday, 26 June 2026 (both days inclusive), during which period no transfer of shares in the Company will be effected. 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 Monday, 22 June 2026 for registration. The record date for determining shareholders' entitlement to attend and vote at the SGM will be Friday, 26 June 2026.

(vii) Details of the eVoting Portal are set out in the circular despatched to the Shareholders on 26 May 2026 (the "**Circular**") and the letter to registered Shareholders which will be despatched on or around 2 June 2026. Unless otherwise defined or specified herein, the capitalised terms used in this notice shall have the same meanings as ascribed to them in the Circular.

(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).

As at the date of this notice, 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

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