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）

(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 26 JUNE 2026

(2) PAYMENT OF FINAL DIVIDEND

AND

(3) RETIREMENT OF DIRECTOR

Reference is made to the circular of Digital China Holdings Limited (神州數碼控股有限公司*) (the "**Company**") dated 12 May 2026 (the "**Circular**") and the notice of annual general meeting of the Company dated 12 May 2026 (the "**Notice of AGM**"). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice of AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the annual general meeting (the "**AGM**") of the Company held on 26 June 2026, all the proposed resolutions as set out in the Notice of AGM were voted on by way of poll. Except for Ms. CONG Shan and Mr. LIU Jun Qiang, each a non-executive Director, who were absent due to other business or personal affairs, all Directors had attended the AGM by electronic means.

The poll results in respect of each of the resolutions at the AGM are as follows:

	Ordinary Resolutions	**Number of votes** *(Note)* **(Approximate %)**	
		For	**Against**
1.	To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2025.	687,722,642 (79.23%)	180,234,410 (20.77%)
	As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.		

Ordinary Resolutions			Number of votes (Note) (Approximate %) For	Against
2.	To declare final dividend of HK3.6 cents per Share for the year ended 31 December 2025.		1,187,092,980 (100%)	0 (0%)
	As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.			
3.	(i)	To re-elect Mr. LIN Yang as an executive director of the Company.	687,913,802 (57.95%)	499,179,178 (42.05%)
	As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.			
	(ii)	To re-elect Mr. CAI Yinghua as an executive director of the Company.	687,958,802 (57.95%)	499,134,178 (42.05%)
	As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.			
	(iii)	To re-elect Mr. LIU Jun Qiang as a non-executive director of the Company.	503,788,518 (42.44%)	683,304,462 (57.56%)
	As less than 50% of the votes were cast in favour of this resolution, this resolution was not passed as an ordinary resolution of the Company.			
	(iv)	To re-elect Mr. KING William as an independent non-executive director of the Company.	1,007,049,730 (84.83%)	180,043,250 (15.17%)
	As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.			
	(v)	To re-elect Dr. LI Jing as an independent non-executive director of the Company.	1,007,094,730 (84.84%)	179,998,250 (15.16%)
	As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.			
	(vi)	To authorise the board of directors of the Company to fix the directors' remuneration.	687,958,802 (57.95%)	499,134,178 (42.05%)
	As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.			
4.	To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		1,174,051,980 (98.90%)	13,041,000 (1.10%)
	As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.			

<table>
<tr><th colspan="3" rowspan="2">Ordinary Resolutions</th><th colspan="2">Number of votes (Note)
(Approximate %)</th></tr>
<tr><th>For</th><th>Against</th></tr>
<tr><td>5.</td><td>(1)</td><td>To grant a general and unconditional mandate to the board of directors of the Company to allot, issue and otherwise deal with (including any sale or transfer of treasury shares out of treasury) new shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution, and the discount for any shares to be issued for cash shall not be 20% or more unless the Stock Exchange agrees otherwise.</td><td>684,168,614
(57.63%)</td><td>502,924,366
(42.37%)</td></tr>
<tr><td></td><td colspan="4">As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.</td></tr>
<tr><td></td><td>(2)</td><td>To grant a general and unconditional mandate to the board of directors of the Company to buy back shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.</td><td>687,958,802
(57.95%)</td><td>499,134,178
(42.05%)</td></tr>
<tr><td></td><td colspan="4">As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.</td></tr>
<tr><td></td><td>(3)</td><td>To extend the general mandate granted to the board of directors of the Company pursuant to resolution 5(1) to cover the shares bought back by the Company pursuant to resolution 5(2).</td><td>683,673,714
(57.59%)</td><td>503,419,266
(42.41%)</td></tr>
<tr><td></td><td colspan="4">As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company.</td></tr>
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Note: The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the AGM in person or by proxy.

The full text of the above resolutions is set out in the Notice of AGM.

As at the date of the AGM, the total number of issued shares of the Company was 1,673,607,386. There was no Share entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions as set out in Rule 13.40 of the Listing Rules. Law Debenture Trust (Asia) Limited, being the trustee holding 191,998,888 unvested Shares as at the date of the AGM pursuant to the restricted share award scheme adopted by the Company on 28 March 2011, was required under Rule 17.05A of the Listing Rules to abstain from voting on matters that require Shareholders' approval under the Listing Rules, and has abstained from voting on all the resolutions at the AGM. Save for Law Debenture Trust (Asia) Limited, there was no Shareholder who was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM was 1,481,608,498 Shares. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

Tricor Investor Services Limited, the Company's branch share registrar in Hong Kong, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

PAYMENT OF FINAL DIVIDEND

Given that the resolution recommending a final dividend of HK3.6 cents per Share (the "**Dividend**") for the year ended 31 December 2025 had been approved by the Shareholders at the AGM, as disclosed in the Circular, the Dividend will be paid to those Shareholders whose names appear on the register of members of the Company on Monday, 6 July 2026. The Dividend will be paid on or around Tuesday, 21 July 2026.

RETIREMENT OF DIRECTOR

As stated in the Circular, Mr. LIU Jun Qiang ("**Mr. Liu**") retired from office by rotation at the AGM in accordance with the Bye-Laws. As the resolution for re-election of Mr. Liu was not passed by the Shareholders at the AGM, Mr. Liu retired and ceased to be a non-executive Director at the conclusion of the AGM.

The Board would like to express its gratitude to Mr. Liu for his contribution to the Company during his tenure of services.

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 June 2026

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

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

Non-executive Director: Ms. CONG Shan

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*