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## **SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**THIS NOTICE** is supplemental to the Notice of AGM issued by Digital China Holdings Limited (the “**Company**”) to convene the AGM at Taishan Room, Level 5, Island Shangri-la Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 6 June 2019 at 10:30 a.m..

Details of the proposed resolutions to be considered at the AGM are set out in the Notice of AGM. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 30 April 2019 and the supplemental circular of the Company dated 10 May 2019 (the “**Supplemental Circular**”).

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the AGM will be held at Taishan Room, Level 5, Island Shangri-la Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Thursday, 6 June 2019 at 10:30 a.m. for the purpose of considering and, if thought fit, passing the following resolution in addition to the resolutions set out in the Notice of AGM:

### **ORDINARY RESOLUTION**

“**THAT:**

- (a) the share option incentive scheme under an equity incentive scheme (the “**Share Option Incentive Scheme**”) of 神州數碼信息服務股份有限公司 (Digital China Information Service Company Ltd.\*), an approximately 40.43% owned subsidiary of the Company listed on the Shenzhen Stock Exchange (stock code: 000555) (“**DCITS**”), the rules of which are set out in the document marked “A” which has been produced to the meeting and signed by the chairman of the meeting for the purpose of identification, be and is hereby approved by the Company;

- (b) the directors of DCITS be and are hereby authorised:
- i. to administer the Share Option Incentive Scheme at their absolute discretion and to grant options to subscribe for shares of DCITS (the “**DCITS Shares**”) in accordance with the rules of the Share Option Incentive Scheme;
  - ii. to modify and/or amend the Share Option Incentive Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the Share Option Incentive Scheme relating to modification and/or amendment and the requirements of the Listing Rules;
  - iii. to allot, issue and deal with any DCITS shares pursuant to the exercise of the subscription rights under any options which may be granted from time to time in accordance with the terms of the Share Option Incentive Scheme; and
  - iv. to do all such acts as they may in their absolute discretion consider necessary, desirable or expedient in order to give full effect to the Share Option Incentive Scheme;
- (c) the directors of the Company be and are hereby authorised to execute all such documents and take all such steps as they may deem necessary, desirable or expedient to effect the adoption of the Share Option Incentive Scheme by DCITS.”

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, 10 May 2019

*Notes:*

- (i) A second form of proxy (the “**Second Proxy Form**”) is enclosed with this supplemental circular.
- (ii) A Shareholder who has not yet lodged the First Proxy Form with the Share Registrar is requested to lodge the Second Proxy Form with the instructions printed thereon if the Shareholder wishes to appoint proxy/proxies to attend the AGM or any adjournment thereof (as the case may be) on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Share Registrar.
- (iii) A Shareholder who has already lodged the First Proxy Form with the Share Registrar should note that:
  - (a) If no Second Proxy Form is lodged with the Share Registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy so appointed by the Shareholder will be entitled to vote in accordance with the instructions previously given by the Shareholder (if no such instructions are given) at his/her discretion or to abstain from voting on any resolution properly put to the AGM, including the additional proposed resolution set out in the Supplemental Notice of AGM.

- (b) If the Second Proxy Form is lodged with the Share Registrar before the Closing Time, the Second Proxy Form, if correctly completed, will revoke and supersede the First Proxy Form previously lodged by it/him/her and will be treated as a valid proxy form lodged by the Shareholder.
- (c) If the Second Proxy Form is lodged with the Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under the Second Proxy Form will be invalid. The proxy so appointed by the Shareholder under the First Proxy Form, if correctly completed, will be entitled to vote in the manner as mentioned in (a) above as if no Second Proxy Form was lodged with the Share Registrar. Accordingly, Shareholders are advised to complete the Second Proxy Form carefully and lodge the Second Proxy Form with the Share Registrar before the Closing Time.
- (iv) Shareholders are reminded that completion and submission of the First Proxy Form and/or the Second Proxy Form shall not preclude Shareholders from attending the AGM or any adjournment thereof (as the case may be) and voting in person should they so wish.
- (v) If you are a non-registered Shareholder (i.e. your Shares are held through an intermediary, for example, a bank, custodian or securities broker) or registered in the name of your nominee, you will not receive the Second Proxy Form directly from the Company, and you will need to give instructions to your intermediary/nominee to vote on your behalf. If you wish to attend and vote at the AGM, you should seek authorisation to do so from your intermediary/nominee directly.
- (vi) Please refer to the Notice of AGM for details of the other ordinary resolutions to be passed at the AGM, closure of the register of members of the Company and eligibility for attending the AGM, proxy and other relevant matters.

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

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

*Non-executive Directors: Mr. YU Ziping and Mr. PENG Jing*

*Independent Non-executive Directors: Mr. WONG Man Chung, Francis, Ms. NI Hong (Hope), Dr. LIU Yun, John, Ms. YAN Xiaoyan and Mr. KING William*

*Website: [www.dcholdings.com](http://www.dcholdings.com)*

*\* For identification purpose only*