
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect 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 and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

RE-ELECTION OF RETIRING DIRECTORS, PROPOSED APPOINTMENT OF DIRECTOR, DISTRIBUTION OF FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 11 to 12 of this circular. If you are not able to attend the AGM in person, 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 Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM 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 in person at the AGM or any adjourned meeting thereof (as the case may be) should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of this circular for measures being taken to try to prevent and control the spread of the Coronavirus at the AGM, including:

- compulsory temperature checks and health declarations
- strongly recommended wearing of surgical face mask
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue. Attendees are strongly recommended to bring and wear own surgical face masks and Shareholders may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

18 May 2020

* For identification purpose only

CONTENTS

	<i>Page</i>
Precautionary Measures for the AGM	1
Definitions	2
Letter from the Board	
1. Introduction	3
2. Re-election of the Retiring Directors	4
3. Proposed Appointment of Director	4
4. Distribution of Final Dividend	5
5. AGM	5
6. Voting at the AGM	5
7. Closure of Register of Members	6
8. Recommendation	6
9. General Information	6
10. Responsibility Statement	6
Appendix I – Particulars of the Retiring Directors subject to Re-election	7
Appendix II – Details of Director Proposed to be Appointed at the AGM	10
Notice of AGM	11

PRECAUTIONARY MEASURES FOR THE AGM

In view of the ongoing novel coronavirus (COVID-19) epidemic and recent requirements for prevention and control of its spread, the Company will implement the following preventive measures at the AGM to protect attending Shareholders, staff and other stakeholders from the risk of infection:

- (i) Compulsory body temperature checks will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) All Shareholders, proxies and other attendees are required to complete and submit at the entrance of the AGM venue a declaration form confirming their names, contact details and body condition, and state that whether they have travelled to any affected countries or areas outside Hong Kong in the preceding 14 days, or to their best knowledge had close contact with any confirmed cases, or have symptoms of flu, fever or pneumonia. Any such person may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) Attendees are strongly recommended to bring and wear own surgical face masks inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served, and there will be no corporate gifts.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

In the interest of all stakeholders' health and safety, the Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. As an alternative, strongly recommended by using a form of proxy with voting instructions inserted, Shareholders, particularly those who are subjected to quarantine, may appoint the Chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

The form of proxy is attached to this circular for Shareholders who opt to receive physical circulars. Alternatively, the form of proxy can be downloaded from the website of the Stock Exchange (www.hkexnews.hk) and the "Investor Relations - Announcements" section of the website of the Company (www.dcholdings.com). If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Shareholders are strongly recommended not to attend the AGM in person. If Shareholders have any questions about the relevant resolutions, or about the Company or any matters for communication with the Board, they are welcome to contact the Company via Investor Relations Department as follows:

Investor Relations Department
Email: ir@dcholdings.com
Tel: +852 3416-8085

If Shareholders have any questions relating to the AGM, please contact the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited as follows:

Tricor Abacus Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
E-mail: is-enquiries@hk.tricorglobal.com
Tel: +852 2980-1333
Fax: +852 2890-9350

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 31st Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Tuesday, 30 June 2020 at 10:30 a.m. or any adjournment thereof, notice of which is set out on pages 11 to 12 of this circular
“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
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKEx”	Hong Kong Exchanges and Clearing Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 May 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“New Bye-Laws”	the new bye-laws of the Company, as amended, modified or otherwise supplemented from time to time
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“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

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LETTER FROM THE BOARD



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)*

Non-executive Directors:

Mr. YU Ziping
Mr. PENG Jing

Independent Non-executive Directors:

Mr. WONG Man Chung, Francis
Ms. NI Hong (Hope)
Dr. LIU Yun, John
Ms. YAN Xiaoyan
Mr. KING William

Registered Office:

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

*Head Office and Principal Place of Business
in Hong Kong:*

31st Floor
Fortis Tower
77-79 Gloucester Road
Wanchai
Hong Kong

18 May 2020

To the Shareholders

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS,
PROPOSED APPOINTMENT OF DIRECTOR,
DISTRIBUTION OF FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

At the AGM, ordinary resolutions will be proposed to approve (1) the re-election of the retiring Directors, (2) the proposed appointment of director and (3) the distribution of final dividend for the year ended 31 December 2019.

* For identification purpose only

LETTER FROM THE BOARD

The purpose of this circular is to provide you with the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the AGM.

2. RE-ELECTION OF THE RETIRING DIRECTORS

Resolution no. 3 as set out in the notice of AGM relates to re-election of the retiring Directors.

In accordance with Bye-Law 99 of the New Bye-Laws, Mr. LIN Yang, Mr. YU Ziping and Mr. PENG Jing will retire from office by rotation. Mr. YU Ziping has informed the Company that he will not offer himself for re-election and accordingly will retire as non-executive Director after the conclusion of the forthcoming AGM. Save for Mr. YU Ziping, the other retiring directors, being eligible, will offer themselves for re-election at the AGM.

Mr. YU Ziping has confirmed that he has no disagreement with the Board and there is no matter relating to his retirement that needs to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its gratitude to Mr. YU Ziping for his contribution during his term of service with the Company.

Particulars of the retiring Directors subject to re-election are set out in Appendix I to this circular.

3. PROPOSED APPOINTMENT OF DIRECTOR

The Board received a nomination notice from Guangzhou City Investment Co., Ltd.* (廣州市城投投資有限公司) (“GZ Investment”) nominating Mr. ZENG Shuigen to be elected as a non-executive Director. As at the date of the deposit of the nomination notice, GZ Investment was deemed to be interested in, in aggregate 434,474,928 Shares, representing approximately 26% of the total issued share capital of the Company. The Board, having considered the details of the nomination notice, (including the reasons for nomination) and the biographic details of Mr. ZENG Shuigen, considers it appropriate to put forward the resolution of the proposed appointment of Mr. ZENG Shuigen at the AGM. The proposed election and appointment of Mr. ZENG Shuigen is subject to the approval of the Shareholders by way of an ordinary resolution at the AGM.

Particulars of Mr. ZENG Shuigen are set out in Appendix II to this circular. Such information has not been independently verified by the Company or the Directors. If any additional information is subsequently obtained and is considered to be necessary to be disclosed, the Board will make further announcement as and when appropriate.

* For identification purpose only

LETTER FROM THE BOARD

4. DISTRIBUTION OF FINAL DIVIDEND

As disclosed in the announcement of the Company dated 25 April 2020, the Board recommended the payment of a final dividend of HK6.4 cents per Share for the year ended 31 December 2019. Subject to approval of the Shareholders at the AGM, the final dividend is expected to be paid on Monday, 20 July 2020 to the Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on Tuesday, 7 July 2020.

In order to qualify for the final dividend, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than 4:30 p.m. on Tuesday, 7 July 2020.

5. AGM

The notice convening the AGM is set out on pages 11 to 12 of this circular.

A form of proxy for use at the AGM 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 AGM in person, 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 Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjourned meeting thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting thereof (as the case may be) should you so wish.

6. VOTING AT THE AGM

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, all resolutions to be proposed at the AGM will be put to vote by way of poll.

After the closure of the AGM, 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.

LETTER FROM THE BOARD

7. CLOSURE OF REGISTER OF MEMBERS

The transfer books and register of members will be closed from Wednesday, 24 June 2020 to Tuesday, 30 June 2020, both days inclusive, during which period no transfer of Shares will be effected. In order to qualify for attending the AGM, 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 Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Tuesday, 23 June 2020.

8. RECOMMENDATION

The Directors believe that (1) the re-election of the retiring Directors, (2) the proposed appointment of director and (3) the distribution of final dividend are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend you to vote in favour of the relevant resolutions to be proposed at the AGM.

9. GENERAL INFORMATION

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

10. 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 Company. 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.

Yours faithfully,

By Order of the Board

GUO Wei

Chairman and Chief Executive Officer

Information as required to be disclosed under the Listing Rules on the retiring Directors for re-election at the AGM are set out as follows:

Mr. LIN Yang, aged 53, is the Vice Chairman and an Executive Director of the Group. He is also a Director of certain subsidiaries of the Company. Mr. Lin graduated in 1988 with a Bachelor's Degree in Computing Communications from the Xidian University and in 2005 with a Master's Degree in Business Administration from Cheung Kong Graduate School of Business. He joined the Group in February 2001 and was previously the Executive Vice President and the President of the Group and was also the Chief Executive Officer of the Group from April 2011 to June 2018. Mr. Lin was the Vice Chairman, Director and a member of the Audit Committee of Digital China Information Service Company Ltd. (listed on The Shenzhen Stock Exchange). He joined the Legend group in 1990 and has over 29 years of management experience in IT business. Mr. Lin was awarded the Lifetime Achievement Award by the IT Channel Elite Panel in 2001 and recognised as the Most Influential Figure in IT Distribution of 20 Years in 2005. In 2013, he was also selected as one of the Leaders of the Year 2012 of the China Information Industry and Top-10 Annual Icons of the Year 2012 of Zhongguancun. Besides, Mr. Lin was the Director of IT Channel Profession Council, under the MIIT (Ministry of Industry and Information Technology).

Save as disclosed above, Mr. Lin has not held any directorship in any other public listed companies, whether in Hong Kong or overseas, in the last three years and has no other major appointments and professional qualifications. Save as disclosed above, he does not hold any other positions with the Company and other members of the Company's Group.

Other than the relationship arising from his directorship in the Company, Mr. Lin does not have any relationship with any directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Lin is personally interested in 3,571,734 shares of the Company, representing approximately 0.21% of the issued share capital of the Company. Mr. Lin has also been granted options to subscribe for 13,116,974 Shares during the exercisable period from 25 January 2017 to 24 January 2025 at an exercise price of HK\$6.394 per Share. Save as disclosed above, Mr. Lin does not have, and is not deemed to have, any interest in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Mr. Lin is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Bye-Law 99 of the New Bye-Laws of the Company. Mr. Lin entered into a service agreement with the Company which shall continue in force until terminated by (i) either the Company or Mr. Lin serving on the other not less than 3 months' notice, or (ii) his retirement as a director without being re-elected as a director by the Shareholders in an annual general meeting in accordance with the Bye-Laws of the Company, or (iii) in the event of Mr. Lin's default under the terms of the service agreement. Mr. Lin was entitled to salaries (included allowances, benefits in kind and pension scheme contributions) of HK\$4,100,173 for the year ended 31 December 2019. With reference to Mr. Lin's responsibilities and the Company's business performance, as well as remuneration benchmark in the industry and the prevailing market conditions, the emolument of Mr. Lin was determined by the Board and reviewed by Remuneration Committee. Pursuant to the service agreement, a discretionary bonus may be payable to Mr. Lin for each completed year of service in recognition of his contribution to the Company. Such bonus is determined at the Company's sole discretion with reference to the accomplishment of the important tasks and the Company's business performance, as well as remuneration benchmark in the industry and the prevailing market conditions.

Save as disclosed above, Mr. Lin has confirmed that there are no other matters or information relating to his re-election that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

Mr. PENG Jing, aged 33, has been a Non-executive Director of the Company since 27 December 2017. Mr. Peng serves as the Vice General Manager of Guangzhou City Investment Co., Ltd. and the Chairman of Guangzhou City Investment Micro Loan Co., Ltd.. Mr. Peng received a Bachelor's Degree in Literature from Guangzhou University in 2008 and received a Master's Degree in Business Administration from Guangdong University of Finance and Economics in 2017.

Mr. Peng has served several large listed financial institutions and state-owned conglomerates, and has had nearly 12 years' experience on financial investment and financing experience since 2008. During the period, he was responsible for bank credit, trade finance, international business and corporate financial investment. He has established several companies to invest in funds, finance lease, small loans, urban infrastructure construction and investment operation management, as well as the development of emerging industries. In recent years, he has focused on financial investment and financing, participated in the establishment of big data funds and construction funds, and participated in the relevant investment projects of the group's smart cities.

Save as disclosed above, Mr. Peng has not held any directorship in any other public listed companies, whether in Hong Kong or overseas, in the last three years and has no other major appointments and professional qualifications. He does not hold any other positions with the Company and other members of the Company's group.

Other than the relationship arising from his directorship in the Company and his serving as director and senior management at GZ Investment Group, Mr. Peng does not have any relationship with any directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Mr. Peng does not have, and is not deemed to have, any interest in any shares or underlying shares of the Company within the meaning of Part XV of the SFO.

There is no service agreement between the Company and Mr. Peng. The appointment of Mr. Peng is not subject to fixed term of service, but is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Bye-Law 99 of the New Bye-Laws of the Company. Mr. Peng will not receive any director's emoluments during his term of office.

Save as disclosed above, Mr. Peng has confirmed that there are no other matters or information relating to his re-election that need to be brought to the attention of the shareholders of the Company or to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

The followings are biography details of Mr. ZENG Shuigen, the proposed director nominated by GZ Investment, the wordings of which have not been independently verified by the Company:

Mr. ZENG Shuigen

Mr. ZENG Shuigen, aged 42, currently serves as the Secretary and director of party branch of Guangzhou Urban Planning Technology Development Services Department Co., Ltd. and the legal representative and chairman of Guangzhou City Investment Ziguang Cloud Co., Ltd.. He is also a director of several group companies of Guangzhou City Infrastructure Investment Group Limited (“**GZ Infrastructure**”). Mr. Zeng graduated from Northeast Electric Power University in 2006 with a master’s degree in computer application technology. He obtained senior engineer qualification in November 2014, and information system project manager qualification in May 2015.

Mr. Zeng has rich experience in smart city and big data planning and implementation, and participated in the establishment of several big data joint ventures in recent years. He joined GZ Infrastructure group in August 2017 and was the technical director of Guangzhou Environment Energy CCI Capital Ltd., serving the construction of Guangzhou smart city. He was the research and development director of Nanjing big data information group of the Jusfoun Big Data Information Group Co., Ltd. and vice general manager of Anhui Zhongkang big data Co., Ltd. from April 2016 to August 2017, and responsible for the planning, R&D and implementation of multiple big data platforms.

Save as disclosed above, Mr. Zeng has not held any directorship in any other public listed companies, whether in Hong Kong or overseas, in the last three years. Apart from the relationship arising from his appointment of non-executive Director of the Company and his serving as a director and senior manager at GZ Investment Group, Mr. Zeng does not have any relationship with any other Directors, senior management or substantial or controlling shareholders (as respectively defined in the Listing Rules) of the Company or have no other major appointments and professional qualifications.

The Company has not entered into any service agreement with Mr. Zeng. The appointment of Mr. Zeng is not subject to a fixed term of service. Nevertheless, he will be subject to retirement by rotation and re-election at the next annual general meeting of the Company in accordance with the Bye-Laws of the Company. Mr. Zeng will not receive any director’s emoluments during his term of office.

As at the Latest Practicable Date, Mr. Zeng (i) does not have any interest in or is deemed to be interested in any shares or underlying shares of the Company or its associated corporations within the meaning of Part XV of the SFO; and (ii) does not hold any other positions in the Company or any of its subsidiaries.

Save as disclosed above, there are no other matters concerning the appointment of Mr. Zeng as a Non-executive Director that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to the requirements under Rule 13.51(2) of the Listing Rules.

NOTICE OF AGM



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Digital China Holdings Limited (the “**Company**”) will be held at 31st Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Tuesday, 30 June 2020 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2019.
2. To declare final dividend for the year ended 31 December 2019.
3. (i) To re-elect Mr. LIN Yang as an executive director of the Company.
(ii) To re-elect Mr. PENG Jing as a non-executive director of the Company.
(iii) To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration.
4. To appoint Mr. ZENG Shuigen as a non-executive director of the Company.
5. To re-appoint the retiring auditor of the Company, SHINEWING (HK) CPA Limited and authorise the Board to fix their remuneration.

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, 18 May 2020

NOTICE OF AGM

Notes:

- (i) Any shareholder of the Company entitled to attend and vote at the annual general meeting 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.
- (ii) Where there are joint holders of any share of the Company, any one of such joint holders may vote at the annual general meeting or any adjournment thereof (as the case may be), either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the annual general meeting 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.
- (iii) 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 Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the annual general meeting 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 in person at the annual general meeting or at any adjourned meeting thereof (as the case may be).
- (iv) The transfer books and register of members of the Company will be closed from Wednesday, 24 June 2020 to Tuesday, 30 June 2020 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the annual general meeting, 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 Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 23 June 2020 for registration.
- (v) In relation to the proposed resolution numbered 2 above, the proposed final dividend will be payable to the shareholders whose names appear on the register of members of the Company as at 4:30 p.m. on Tuesday, 7 July 2020. In order to qualify for the proposed final dividend, 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 Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on Tuesday, 7 July 2020 for registration.
- (vi) PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of the circular dated 18 May 2020 for measures being taken to try to prevent and control the spread of the Coronavirus at the AGM, including:

- compulsory temperature checks and health declarations
- strongly recommended wearing of surgical face mask
- no distribution of corporate gifts and refreshments

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the AGM venue. Attendees are strongly recommended to bring and wear own surgical face masks and Shareholders may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the AGM instead of attending the AGM in person.

* *For identification purpose only*