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## **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 22 SEPTEMBER 2020**

Reference is made to the circular of Digital China Holdings Limited (the “**Company**”) dated 25 August 2020 (the “**Circular**”) and the notice of special general meeting of the Company dated 25 August 2020 (the “**Notice of SGM**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice of SGM.

### **POLL RESULTS OF THE SPECIAL GENERAL MEETING**

At the special general meeting (the “**SGM**”) of the Company held on 22 September 2020, all the proposed resolutions as set out in the Notice of SGM were voted by way of poll. The poll results in respect of each of the proposed resolutions at the SGM are as follows:

<b>Ordinary Resolutions</b>		<b>Number of votes (Approximate %)</b>	
		<b>For</b>	<b>Against</b>
1.	To approve the grant of 81,000,000 share options to Mr. Guo Wei to subscribe for 81,000,000 shares in the share capital of the Company at the exercise price of HK\$6.60 per share and subject to the terms and conditions of the share option scheme of the Company and the relevant letter of grant dated 13 July 2020 from the Company to Mr. Guo Wei.	347,798,411 (84.52%)	63,703,152 (15.48%)
As more than 50% of the votes were cast in favor of this resolution, this resolution was passed as an ordinary resolution.			

<b>Ordinary Resolutions</b>		<b>Number of votes (Approximate %)</b>	
		<b>For</b>	<b>Against</b>
2.	To approve the grant of 2,000,000 share options to Mr. Wong Man Chung, Francis to subscribe for 2,000,000 shares in the share capital of the Company at the exercise price of HK\$6.60 per share and subject to the terms and conditions of the share option scheme of the Company and the relevant letter of grant dated 13 July 2020 from the Company to Mr. Wong Man Chung, Francis.	347,798,411 (84.52%)	63,703,152 (15.48%)
As more than 50% of the votes were cast in favor of this resolution, this resolution was passed as an ordinary resolution.			
3.	To approve the grant of 2,000,000 share options to Ms. Ni Hong (Hope) to subscribe for 2,000,000 shares in the share capital of the Company at the exercise price of HK\$6.60 per share and subject to the terms and conditions of the share option scheme of the Company and the relevant letter of grant dated 13 July 2020 from the Company to Ms. Ni Hong (Hope).	347,798,411 (84.52%)	63,703,152 (15.48%)
As more than 50% of the votes were cast in favor of this resolution, this resolution was passed as an ordinary resolution.			
4.	To approve the grant of 2,000,000 share options to Dr. Liu Yun, John to subscribe for 2,000,000 shares in the share capital of the Company at the exercise price of HK\$6.60 per share and subject to the terms and conditions of the share option scheme of the Company and the relevant letter of grant dated 13 July 2020 from the Company to Dr. Liu Yun, John.	347,798,411 (84.52%)	63,703,152 (15.48%)
As more than 50% of the votes were cast in favor of this resolution, this resolution was passed as an ordinary resolution.			
5.	To approve the grant of 2,000,000 share options to Ms. Yan Xiaoyan to subscribe for 2,000,000 shares in the share capital of the Company at the exercise price of HK\$6.60 per share and subject to the terms and conditions of the share option scheme of the Company and the relevant letter of grant dated 13 July 2020 from the Company to Ms. Yan Xiaoyan.	347,798,411 (84.52%)	63,703,152 (15.48%)
As more than 50% of the votes were cast in favor of this resolution, this resolution was passed as an ordinary resolution.			

Ordinary Resolutions		Number of votes (Approximate %)	
		For	Against
6.	To approve the grant of 2,000,000 share options to Mr. King William to subscribe for 2,000,000 shares in the share capital of the Company at the exercise price of HK\$6.60 per share and subject to the terms and conditions of the share option scheme of the Company and the relevant letter of grant dated 13 July 2020 from the Company to Mr. King William.	347,798,411 (84.52%)	63,703,152 (15.48%)
As more than 50% of the votes were cast in favor of this resolution, this resolution was passed as an ordinary resolution.			

As at the date of the SGM, the total number of Shares in issue was 1,672,396,376 Shares. As stated in the Circular, Guangzhou City Investment Jiazi Investment Partnership (Limited Partnership)\* (廣州城投甲子投資合夥企業 (有限合夥)), Suitong Hong Kong Company Limited\* (穗通 (香港) 有限公司), GRG Banking Equipment Co., Ltd.\* (廣州廣電運通金融電子股份有限公司), Mr. Guo Wei, Kosalaki Investments Limited and Mr. Lin Yang are core connected persons of the Company, with totalling 850,440,476 Shares, and should abstain from voting in favour of the resolutions to approve the grant of Share Options to the Proposed Grantees. Accordingly, as at the date of the SGM, the total number of Shares entitling the Independent Shareholders to attend and vote for or against the Resolutions at the SGM was 821,955,900 Shares. No parties have stated their intention in the Circular to vote against the Resolutions.

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

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, 22 September 2020

*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. PENG Jing and Mr. ZENG Shuigen*

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

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*\* For identification purpose only*