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**SUPPLEMENTAL AGREEMENT TO
DISCLOSEABLE TRANSACTION
DISPOSAL OF EQUITY INTEREST IN AN ASSOCIATE**

Reference is made to the announcements (the “**Announcements**”) of Digital China Holdings Limited (the “**Company**”) dated 4 July 2020 and 7 July 2020 in relation to the disposal of 39,971,265 shares in Digiwin Software Co., Ltd. (鼎捷軟件股份有限公司). Terms used herein shall have the same meanings as defined in the Announcements unless otherwise stated.

On 17 November 2020, DC Software and Talent Gain entered into a supplemental agreement to the SPA (the “**Supplemental Agreement**”) with Transferee to amend the SPA. The principal effects of the amendments are as follows:

Consideration

The Consideration of RMB559,597,710 shall be fully payable by the Transferee to a designated bank account co-managed by the Transferee and DC Software within five business days after the fulfillment of the conditions precedent under the SPA or such other date to be determined by the Transferee and DC Software in writing.

Conditions Precedent

The condition precedent numbered (f) (3) in the announcement of the Company dated 4 July 2020 is amended by Supplemental Agreement to become a standalone condition precedent to the Completion.

Save as amended by the Supplemental Agreement, the SPA shall remain in full force and effect in all respects.

The terms of the Supplemental Agreement were arrived at after arm’s length negotiations among DC Software, Talent Gain and the Transferee. The Directors consider that the terms of the Supplemental Agreement are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

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, 17 November 2020

As at the date 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

Website: www.dcholdings.com

**For identification purpose only*