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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspects 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 together with the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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### **GENERAL MANDATES TO ISSUE SHARES AND TO BUY BACK SHARES, RE-ELECTION OF RETIRING DIRECTORS, DISTRIBUTION OF FINAL DIVIDEND AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM is set out on pages 20 to 25 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 safeguard the health and safety of the attendees and to prevent and control the spread of the Coronavirus at the AGM, including:

- **compulsory temperature checks and health declarations**
- **compulsory wearing of surgical face masks**
- **not serving any refreshments**

**Any person who does not comply with the precautionary measures may be denied entry into the AGM venue or be required to leave the AGM venue. The Company reminds all Shareholders that physical attendance in person at the AGM is NOT necessary for the purpose of exercising voting rights and would like to encourage Shareholders to 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.**

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## PRECAUTIONARY MEASURES FOR THE AGM

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In view of the ongoing novel coronavirus (COVID-19) pandemic 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 in the preceding 21 days to their best knowledge they (1) have travelled outside of Hong Kong; (2) are subject to any HKSAR Government prescribed quarantine requirement; (3) had close contact with any confirmed cases or close contact with any person under quarantine or with recent travel history; or (4) have flu-like symptoms, fever or pneumonia etc. Any person who responds positively to any of these questions may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iii) Attendee must wear a surgical face mask inside the AGM venue at all times, and to maintain a safe distance between seats.
- (iv) No refreshments will be served.
- (v) No eating in the AGM venue.
- (vi) Please leave the AGM venue as soon as possible after the AGM.

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](http://www.hkexnews.hk)) and the "Investor Relations — Announcements" section of the website of the Company ([www.dcholdings.com](http://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](mailto: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](mailto:is-enquiries@hk.tricorglobal.com)  
Tel: +852 2980-1333  
Fax: +852 2890-9350

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## DEFINITIONS

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*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 Thursday, 30 June 2022 at 10:30 a.m. or any adjournment thereof, notice of which is set out on pages 20 to 25 of this circular
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to buy back Shares up to 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof
“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
“Extension Mandate”	an authorisation to extend the Issue Mandate by an amount representing the aggregate nominal amount of the Shares bought back under the Buy-back Mandate
“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

\* For identification purpose only

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate to the Directors to exercise all the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereof, and the discount for any shares to be issued for cash shall not be 20% or more unless the Stock Exchange agrees otherwise
“Latest Practicable Date”	22 April 2022, 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
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs, as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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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)

*Executive Directors:*

Mr. GUO Wei

*(Chairman and Chief Executive Officer)*

Mr. LIN Yang *(Vice Chairman)*

*Non-executive Directors:*

Mr. PENG Jing

Mr. ZENG Shuigen

*Independent Non-executive Directors:*

Mr. WONG Man Chung, Francis

Miss NI Hong (Hope)

Dr. LIU Yun, John

Mr. KING William

Mr. CHEN Timothy Yung-cheng

*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

28 April 2022

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE SHARES  
AND TO BUY BACK SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
DISTRIBUTION OF FINAL DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

At the AGM, ordinary resolutions will be proposed to approve, among others, (1) the granting of the Issue Mandate, (2) the granting of the Buy-back Mandate, (3) the granting of the Extension Mandate, (4) the re-election of the retiring Directors, and (5) the distribution of final dividend for the year ended 31 December 2021.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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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. ISSUE MANDATE AND BUY-BACK MANDATE**

At the AGM, an ordinary resolution, full text of which is set out as resolution no. 5(1) in the notice of AGM, will be proposed to the Shareholders to grant to the Directors the Issue Mandate. As at the Latest Practicable Date, the issued share capital of the Company comprised 1,673,607,386 Shares and on the basis that no further Shares are issued or bought back by the Company prior to the date of the AGM, the Company will be allowed to issue up to a maximum of 334,721,477 Shares, being 20% of the issued share capital of the Company as at the Latest Practicable Date. Unless the Stock Exchange agrees otherwise, any Shares to be allotted and issued for cash under the authority granted by the proposed Issue Mandate shall not be at a discount of 20% or more to the “benchmark price” (as described in Rule 13.36(5) of the Listing Rules).

At the AGM, an ordinary resolution, full text of which is set out as resolution no. 5(2) in the notice of AGM, will be proposed to the Shareholders to grant to the Directors the Buy-back Mandate. An explanatory statement in compliance with Rule 10.06(1)(b) of the Listing Rules relating to the Buy-back Mandate is set out in Appendix I to this circular.

In addition, an ordinary resolution, full text of which is set out as resolution no. 5(3) in the notice of AGM, will be proposed at the AGM to grant to the Directors the Extension Mandate.

### **3. 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. PENG Jing (non-executive director), Mr. WONG Man Chung, Francis (independent non-executive director) and Miss NI Hong (Hope) (independent non-executive director) will retire from office by rotation. All of the retiring directors are eligible and will offer themselves for re-election at the AGM.

Pursuant to the code provision set out in paragraph B.2.3 of Appendix 14 to the Listing Rules, any further appointment of independent non-executive director serving more than 9 years should be subject to a separate resolution to be approved by shareholders. Mr. Wong Man Chung, Francis, who was first appointed as the independent non-executive director of the Company on 23 August 2006, and Miss Ni Hong (Hope), who was first appointed as the independent non-executive

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## LETTER FROM THE BOARD

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director of the Company on 29 September 2010, has served the Company for more than 9 years as of the Latest Practicable Date. Separate resolution will be proposed for their re-election at the AGM in conformity with the aforesaid code provision.

Mr. Wong and Miss Ni provide their independence confirmation to the Company annually, confirming that they have met the independence guidelines set out in Rule 3.13 of the Listing Rules. During their tenure as independent non-executive Director, they have been contributing to the development of the Company's strategy and policies through providing independent advice. Notwithstanding that each of Mr. Wong and Miss Ni has served as an independent non-executive Director for more than nine years, (i) the Board has assessed and reviewed the annual confirmation of independence of each of Mr. Wong and Miss Ni and is of the view that Mr. Wong and Miss Ni remain independent based on the criteria set out in Rule 3.13 of the Listing Rules notwithstanding the length of their service and believes that their valuable knowledge and experience in the Group's business and their legal or accounting professional experience continue to provide significant contribution to the Board; (ii) the Nomination Committee of the Company ("**Nomination Committee**") has held a meeting on 28 March 2022 in which the committee assessed and is satisfied of the independence of each of Mr. Wong and Miss Ni; and (iii) the Board considers that each of Mr. Wong and Miss Ni remains independent of the management and free of any relationship which could materially interfere with the exercise of his or her independent judgment.

Taking into consideration the aforesaid factors and their actual contributions, their impartiality and their independent judgement on various issues that they have brought to the discussions during Board and Board Committee meetings, the Board believes that Mr. Wong and Miss Ni each has the character, integrity, independence and expertise to continue to fulfill their role as an independent non-executive Director effectively and will continue to bring valuable experience, knowledge and professionalism to the Board and recommends each of Mr. Wong and Miss Ni for re-election as an independent non-executive Director at the AGM.

In accordance with Bye-Law 102(B) of the New Bye-Laws, Mr. CHEN Timothy Yung-cheng who was appointed as an independent non-executive director of the Company on 16 July 2021 is subject to retirement and re-election at the AGM in accordance with the New Bye-Laws, Mr. CHEN Timothy Yung-cheng will offer himself for re-election at the AGM.

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



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## LETTER FROM THE BOARD

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### 4. RECOMMENDATIONS OF THE NOMINATION COMMITTEE

The Nomination Committee has reviewed the biographical details of Mr. Peng, Mr. Wong, Miss Ni, and Mr. Chen and their meeting of nomination criteria (including but not limited to, character and integrity, professional qualifications, skills, knowledge and experience that are relevant to the Group's business and corporate strategy, time commitment to effectively discharge duties as Board member) set out in the nomination policy of the Company and considered the diversity aspects (including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of services) set out in the diversity policy of the Company, and took the view that Mr. Peng, Mr. Wong, Miss Ni and Mr. Chen have been contributing to the Group effectively and each of them is committed to his/her role as Director.

The Nomination Committee has also assessed the independence, qualification, skill and experience of Mr. Wong, Miss Ni and Mr. Chen for his/her re-election as independent non-executive Director at the AGM. The Nomination Committee has reviewed the independence of Mr. Wong, Miss Ni and Mr. Chen based on his/her confirmation of independence and was satisfied with his/her independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules.

Taking into account of the above, the Board accepted the recommendation by the Nomination Committee for recommending the Shareholders to re-elect Mr. Peng, Mr. Wong, Miss Ni and Mr. Chen as Director at the AGM. The re-electing directors abstained from voting on the relevant resolution at the Board meeting and Nomination Committee meeting regarding his/her nomination.

### 5. DISTRIBUTION OF FINAL DIVIDEND

As disclosed in the announcement of the Company dated 30 March 2022, the Board recommended the payment of a final dividend of HK13 cents per Share for the year ended 31 December 2021. Subject to approval of the Shareholders at the AGM, the final dividend is expected to be paid on Monday, 25 July 2022 to the Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on Friday, 8 July 2022.

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 Friday, 8 July 2022.

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## LETTER FROM THE BOARD

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### **6. AGM**

The notice convening the AGM is set out on pages 20 to 25 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](http://www.dcholdings.com) and the Stock Exchange at [www.hkexnews.hk](http://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.

### **7. 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](http://www.dcholdings.com) and the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk).

### **8. CLOSURE OF REGISTER OF MEMBERS**

The transfer books and register of members will be closed from Monday, 27 June 2022 to Thursday, 30 June 2022, 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 Friday, 24 June 2022.

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## LETTER FROM THE BOARD

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### 9. RECOMMENDATION

The Directors consider that (1) the grant of the Issue Mandate, (2) the grant of the Buy-back Mandate, (3) the grant of the Extension Mandate, (4) the re-election of the retiring Directors and (5) the distribution of final dividend are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

### 10. GENERAL INFORMATION

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

### 11. 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*

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## **APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE**

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*The following explanatory statement contains all the information required by the Listing Rules in connection with the Buy-back Mandate.*

### **SHARE CAPITAL**

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$250,000,000 divided into 2,500,000,000 Shares of HK\$0.10 each and the number of Shares in issue was 1,673,607,386.

Subject to the passing of the ordinary resolution for approving the Buy-back Mandate at the AGM and on the basis that no further Shares will be issued or bought back between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back up to a maximum of 167,360,738 Shares during the period in which the Buy-back Mandate remains in force. Any Shares bought back pursuant to the Buy-back Mandate must be fully paid-up.

### **REASONS FOR BUY-BACKS**

The Directors believe that the Buy-back Mandate is in the interests of the Company and the Shareholders as a whole. Such buy-backs may, depending on the market conditions and funding arrangements, result in an increase in net assets and/or earnings per Share. The Directors are seeking the Buy-back Mandate to give the Company the flexibility to buy back Shares if and when appropriate. The Directors will decide the number of Shares to be bought back on each occasion and the price and other terms upon which the same are bought back at the relevant time having regard to the circumstances then pertaining.

### **FUNDING OF BUY-BACKS**

It is envisaged that any buy-back would be funded out of funds legally available for such purpose under the Companies Act 1981 of Bermuda (as amended) and the memorandum of association and the New Bye-Laws, i.e. either from the capital paid up thereon or out of the funds of the Company which would otherwise be available for dividend or distribution or from proceeds of a new issue of Shares made for such purpose. The premium payable on buy-backs (if any) shall be provided for out of the funds of the Company which would otherwise be available for dividend or distribution or out of the Company's share premium account before the Shares are bought back. The working capital or gearing position of the Company could be adversely affected (as compared with the position disclosed in the audited consolidated financial statements of the Company for the year ended 31 December 2021) in the event that the proposed Buy-back Mandate were to be carried out in full at any time during the period which the Buy-back Mandate remains in force.

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## APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

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However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or gearing position of the Company as is from time to time appropriate.

### DIRECTORS AND CORE CONNECTED PERSONS

None of the Directors nor, to their best knowledge and having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules) presently intend to sell Shares to the Company in the event that the Buy-back Mandate is granted by the Shareholders.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company of a present intention to sell Shares to the Company and no such persons have undertaken not to sell any such Shares to the Company in the event that the Buy-back Mandate is granted by the Shareholders.

### DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the New Bye-Laws and the applicable laws of Bermuda.

### TAKEOVERS CODE

If, as a result of a share buy-back, a Shareholder's proportionate interest in the voting rights of the Company is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the register kept by the Company under Section 336 of Part XV of the SFO and to the best knowledge of the Directors, Guangzhou City Infrastructure Investment Group Limited\* (廣州市城市建設投資集團有限公司) (“**GZ Infrastructure**”) was deemed as the single largest shareholder of the Company which was deemed to be interested in 331,201,928 Shares (representing approximately 19.8% of the issued share capital of the Company). Out of these 331,201,928 Shares of the Company in aggregate, 299,760,000 Shares were held by Guangzhou City Investment Jiazi Investment Partnership (Limited Partnership)\* (廣州城投甲子投資合夥企業(有限合夥)) (“**GZ Jiazi**”) and 31,441,928 Shares were held by Suitong Hong Kong Company Limited\* (穗通(香港)有限公司) (“**Suitong HK**”). GZ Jiazi is owned as to 99.96% by Guangzhou City Investment Co., Ltd.\* (廣州市城投投

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## APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

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資有限公司) (“**GZ Investment**”) and 0.04% by Guangzhou City Investment Jiapeng Industry Investment Fund Management Co., Ltd.\* (廣州城投佳朋產業投資基金管理有限公司) (“**GZ Jiapeng**”), which is in turn wholly-owned by GZ Investment. Suitong HK is wholly-owned by GZ Investment. GZ Investment is owned as to 80% by GZ Infrastructure and 20% by Guangzhou Industry Investment Fund Management Co. Ltd.\* (廣州產業投資基金管理有限公司) (“**GZ Industry Fund**”) which is wholly owned by GZ Infrastructure. In the event that the Buy-back Mandate is to be exercised in full and assuming that there is no alteration to the existing shareholdings of the Company, the shareholding of GZ Infrastructure would increase to approximately 22% of the issued share capital of the Company. Unless its shareholdings is aggregated with other parties which are deemed by the Securities and Futures Commission to be its concert parties, such increase in its shareholdings as a result of the exercise in full of the Buy-back Mandate will not give rise to an obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of exercising the Buy-back Mandate in full. The Directors do not currently intend to exercise the Buy-back Mandate to an extent which would trigger a mandatory offer under Rules 26 and 32 of the Takeovers Code. In addition, the Directors do not intend to exercise the Buy-back Mandate to an extent which would result in the number of Shares in the hands of the public falling below 25% of the issued share capital of the Company.

### SHARE BUY-BACKS MADE BY THE COMPANY

No buy-back of Shares (whether on the Stock Exchange or otherwise) has been made by the Company during the six months preceding the Latest Practicable Date.

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**APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE**

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**MARKET PRICES**

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the previous twelve calendar months preceding the Latest Practicable Date and up to that date were as follows:

	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2021</b>		
April	6.070	5.560
May	5.840	5.080
June	5.480	5.130
July	5.200	4.080
August	4.890	4.210
September	4.900	4.160
October	4.350	4.110
November	4.300	4.000
December	5.230	3.950
<b>2022</b>		
January	5.070	4.110
February	4.720	4.240
March	4.300	3.050
April (up to the Latest Practicable Date)	4.020	3.610

*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. PENG Jing**, aged 35, 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 14 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 position 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 senior management at GZ Infrastructure 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 Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

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 or to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. WONG Man Chung, Francis**, aged 57, has been an Independent Non-executive Director of the Company since 23 August 2006. He holds a Master's Degree in Management conferred by Guangzhou Jinan University, the People's Republic of China. Mr. Wong is a fellow member of the Association of Chartered Certified Accountants of the United Kingdom, the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Accountants in England and Wales and The Society of Chinese Accountants and Auditors, and a Certified Tax Advisor of the Taxation Institute of Hong Kong. He is a Certified Public Accountant (Practising) and has over 34 years of experience in auditing, taxation, corporate internal control and governance, acquisition and financial advisory, corporate restructuring and liquidation, family trust and wealth management. Previously, Mr. Wong worked for KPMG, an international accounting firm, for 6 years and the Hong Kong Securities Clearing Company Limited for 2 years. Mr. Wong has the appropriate professional qualifications, accounting and related financial management expertise as required under Rule 3.10 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Mr. Wong is currently an Independent Non-executive Director, the Chairman of the Audit Committee and the Remuneration Committee as well as a member of the Nomination Committee of China Oriental Group Company Limited and Greenheart Group Limited (all listed on the Main Board of the Stock Exchange); an Independent Non-executive Director, the Chairman of the Audit Committee and the Remuneration and Evaluation Committee as well as a member of the Risk Management Committee and the Nomination Committee of Shanghai Dongzheng Automotive Finance Co., Ltd. (listed on the Main Board of the Stock Exchange); an Independent Non-executive Director, the Chairman of the Audit Committee and a member of the Nomination Committee and the Remuneration Committee of Wai Kee Holdings Limited and Integrated Waste Solutions Group Holdings Limited (all listed on the Main Board of the Stock Exchange); an Independent Non-executive Director and a member of the Audit Committee and the Strategy and Investment Committee of GCL-Poly Energy Holdings Limited (listed on the Main Board of the Stock Exchange); an Independent Non-executive Director, the Chairman of the Audit Committee and a member of the Remuneration Committee of Hilong Holding Limited and IntelliCentrics Global Holdings Ltd. (all listed on the Main Board of the Stock Exchange); and an Independent Non-executive Director, the Chairman of the Audit and Risk Management Committee and a member of the Remuneration Committee of Qeeka Home (Cayman) Inc. (listed on the Main Board of the Stock Exchange). He was an Independent Non-executive Director and the Chairman of the Audit Committee of Kunming Dianchi Water Treatment Co., Ltd. (listed on the Main Board of the Stock Exchange) and an Independent Non-executive Director, the Chairman of the Audit

Committee and a member of the Nomination Committee of China New Higher Education Group Limited (listed on the Main Board of the Stock Exchange). With effect from 3 April 2018, Mr. Wong was re-designated as a Non-executive Chairman of Union Alpha C.P.A. Limited (who was the Managing Director) and a Non-executive Director of Union Alpha CAAP Certified Public Accountants Limited (who was a Director), both being professional accounting firms, in order to devote more time on his role of independent non-executive directors of listed companies and charity works. Mr. Wong is a Founding Director and member of Francis M C Wong Charitable Foundation Limited, a charitable institution.

Save as disclosed above, Mr. Wong 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 position with the Company and other members of the Company's group.

Other than the relationship arising from his directorship in the Company, Mr. Wong 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. Wong is personally interested in 370,000 shares of the Company, representing approximately 0.022% of the issued share capital of the Company. Mr. Wong has also been granted options to subscribe for 2,000,000 Shares at an exercise price of HK\$6.60 per Share, details of the conditions for vesting and exercising share options were stated in the circular to shareholders of the Company dated 25 August 2020. Save as disclosed above, Mr. Wong does not have, and is not deemed to have, any interest in any Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no service agreement between the Company and Mr. Wong. The appointment of Mr. Wong 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 99 of the Company. The annual director's fee of Mr. Wong is HK\$300,000 which was determined by reference to the remuneration benchmark in the market. Mr. Wong has no other emoluments including bonus and other allowance.

Save as disclosed above, Mr. Wong 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 or to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**Miss NI Hong (Hope)**, aged 49, has been an Independent Non-executive Director of the Company since 29 September 2010. Miss Ni received her J.D. Degree from the University of Pennsylvania Law School and her Bachelor's Degree in Applied Economics and Business Management from Cornell University. Currently, Miss Ni is an Independent Director, the Chairman of the Audit Committee of ATA Inc., a NASDAQ-listed company (NASDAQ: ATAI) and an Independent Director of Zhihu Inc, a NASDAQ-listed company (NASDAQ: ZH) and Ucloudlink Group Inc., a NASDAQ-listed company (NASDAQ: UCL) and also an Independent Non-executive Director, member of Remuneration Committee and Nomination Committee of Acotec Scientific Holdings Limited (listed on the Main Board of the Stock Exchange), and re-designated as a Non-executive Director (before re-designation, she was an Executive Director and the Chief Investment Officer) of Cogobuy Group (listed on the Main Board of the Stock Exchange). Previously, Miss Ni worked as a Practicing Attorney at Skadden, Arps, Slate, Meagher & Flom LLP in New York and Hong Kong, specializing in corporate finance. Prior to that, Miss Ni worked at Merrill Lynch's investment banking division in New York.

Save as disclosed above, Miss Ni 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. She does not hold any other position with the Company and other members of the Company's group.

Other than the relationship arising from her directorship in the Company, Miss Ni 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, Miss Ni is personally interested in 100,000 shares of the Company, representing approximately 0.006% of the issued share capital of the Company. Miss Ni has also been granted options to subscribe for 2,000,000 Shares at an exercise price of HK\$6.60 per Share, details of the conditions for vesting and exercising share options were stated in the circular to shareholders of the Company dated 25 August 2020. Save as disclosed above, Miss Ni does not have, and is not deemed to have, any interest in any Shares or underlying Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no service agreement between the Company and Miss Ni. The appointment of Miss Ni 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 99 of the Company. The annual director's fee of Miss Ni is HK\$300,000 which was determined by reference to the remuneration benchmark in the market. Miss Ni has no other emoluments including bonus and other allowance.

Save as disclosed above, Miss Ni has confirmed that there are no other matters or information relating to her re-election that need to be brought to the attention of the Shareholders or to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

**Mr. CHEN Timothy Yung-cheng**, aged 65, was appointed as an Independent Non-executive Director of the Company with effect from 16 July 2021. Mr. Chen has accumulated more than three decades of experiences in telecommunications, media and technology (TMT) and corporate management in multinational corporations. Mr. Chen has been an independent non-executive director (currently also a member of Audit Committee and Nomination Committee) of CCID Consulting Company Limited\* (賽迪顧問股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 02176) since May 2019; the vice Chairman of Suirui Technology Limited\* (隨銳科技股份有限公司) (a company delisted from the National Equities Exchange and Quotations (stock code: 835990) on 16 June 2021) since February 2019; An independent non-executive director (currently also a member of the Compensation Committee and Commercial and Medical Affairs Advisory Committee) of BeiGene, Ltd., a company listed on the Main Board of the Stock Exchange (stock code: 06160) since February 2016. Previously, Mr. Chen held various senior positions at various corporations, including the Chairman of Motorola Solutions (China) Co., Ltd. (摩托羅拉系統(中國)有限公司), the CEO of Alibaba Health Information Technology Limited (阿裏健康信息技術有限公司), formerly known as 21CN CyberNet Corporation Limited, a company listed on the Main Board of the Stock Exchange (stock code: 0241), the CEO of Greater China Region of Microsoft, and NBA China, a partner of GL Capital Group and chairman of CSL Holding Limited. In addition, Mr. Chen served as the independent director of Guiyang Longmaster Information & Technology Company Limited (貴陽朗瑪信息技術股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 300288) from October 2010 to October 2013; The president of Telstra International Group from November 2012 to December 2015; Chairman of Autohome Inc., a company listed on the New York Stock Exchange (stock code: ATHM) from 2012 to May 2016; An independent director of Qingdao Haier Company Limited\* (青島海爾股份有限公司, currently known as Haier Smart Home Company Limited, 海爾智傢股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600690) from September 2014 to 31 May 2016; The general manager of Asia Pacific Telecom Co., Ltd. from August 2016 to January 2018 and the chairman of Foxconn Industrial Internet Co., Ltd. (富士康工業互聯網股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 601138) from January 2018 to October 2018; A non-executive director of Asia Pacific Telecom Co., Ltd., a company listed on the Taiwan Stock Exchange (stock code: 3682) since August 2016 to July 2021. Mr. Chen obtained a bachelor's degree from National Chiao Tung University in June 1978 and an EMBA degree from the University of Chicago in June 1991.

Save as disclosed above, Mr. Chen 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, Mr. Chen 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. Chen has been granted options to subscribe for 1,000,000 Shares at an exercise price of HK\$4.82 per Share, details of the conditions for vesting and exercising share options were stated in the announcement of the Company dated 16 July 2021. Save as disclosed above, Mr. Chen 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 Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong).

There is no service agreement between the Company and Mr. Chen. The appointment of Mr. Chen 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 102(B) of the New Bye-Laws of the Company. The annual director's fee of Mr. Chen is HK\$300,000 which was determined by reference to the remuneration benchmark in the market. Mr. Chen has no other emoluments including bonus and other allowance.

Save as disclosed above, Mr. Chen 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 or to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF AGM

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### 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 Thursday, 30 June 2022 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 2021.
2. To declare final dividend for the year ended 31 December 2021.
3.
  - (i) To re-elect Mr. PENG Jing as a non-executive director of the Company.
  - (ii) To re-elect Mr. WONG Man Chung, Francis as an independent non-executive director of the Company.
  - (iii) To re-elect Miss NI Hong (Hope) as an independent non-executive director of the Company.
  - (iv) To re-elect Mr. CHEN Timothy Yung-cheng as an independent non-executive director of the Company.
  - (v) To authorise the board of directors of the Company (the “**Board**”) to fix the directors’ remuneration.
4. To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the Board to fix their remuneration.

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## NOTICE OF AGM

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5. As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions with or without modifications:

### ORDINARY RESOLUTIONS

- (1) **“THAT:**
- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers during or after the end of the Relevant Period be and is hereby generally and unconditionally approved;
  - (b) the aggregate nominal amount of share capital allotted, issued or otherwise dealt with, or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with, (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) the exercise of rights of subscription or conversion under the terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company, or (iii) the exercise of options granted under any option scheme or similar arrangement for the time being adopted for the grant or issue to eligible participants of the Company and/or any of its subsidiaries of rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the new Bye-Laws of the Company (**“New Bye-Laws”**), or (v) a specific authority granted by the shareholders of the Company in general meeting, shall not exceed twenty per cent. (20%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the said approval shall be limited accordingly;
  - (c) unless The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) agrees otherwise, any shares of the Company to be allotted and issued for cash pursuant to the approval in paragraph (a) of this Resolution shall not be at a discount of 20% or more of the Benchmarked Price (as defined below) of such shares of the Company;



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## NOTICE OF AGM

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(d) for the purposes of this Resolution:

“Benchmarked Price” means the higher of:

- (i) the closing price of the shares of the Company as quoted on the Stock Exchange on the date of the agreement involving the relevant proposed issue of shares of the Company; and
- (ii) the average closing price as quoted on the Stock Exchange of the shares of the Company for the 5 trading days immediately preceding the earlier of the date: (A) of announcement of the transaction or arrangement involving the relevant proposed issue of shares of the Company, (B) of the agreement involving the relevant proposed issue of shares of the Company, and (C) on which the price of shares of the Company that are proposed to be issued is fixed.

and

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the New Bye-Laws or any applicable laws of Bermuda to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given under this Resolution.

“Rights Issue” means an offer of shares or issue of options, warrants or other securities which carry a right to subscribe for or purchase shares of the Company open for a period fixed by the directors of the Company to holders of shares of the Company on the register of shareholders of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of the shares of the Company (or, where appropriate, such other securities) (subject to such exclusions or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional



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## NOTICE OF AGM

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entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

(2) **“THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the shares of the Company may be listed and is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution, and the said approval shall be limited accordingly; and
- (c) for the purposes of this Resolution, “Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:
  - (i) the conclusion of the next annual general meeting of the Company; or
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the New Bye-Laws or any applicable laws of Bermuda to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given under this Resolution.”

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## NOTICE OF AGM

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- (3) “**THAT** conditional upon the passing of Resolutions numbered 5(1) and 5(2) set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to Resolution numbered 5(1) set out in the notice convening this meeting and for the time being in force to exercise the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the shares of the Company bought back by the Company under the authority granted pursuant to Resolution numbered 5(2) set out in the notice convening this meeting, provided that such extended amount shall not exceed ten per cent. (10%) of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this Resolution.”

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, 28 April 2022

*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).

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## NOTICE OF AGM

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- (iv) The transfer books and register of members of the Company will be closed from Monday, 27 June 2022 to Thursday, 30 June 2022 (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 Friday, 24 June 2022 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 Friday, 8 July 2022. 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 Friday, 8 July 2022 for registration.
- (vi) PRECAUTIONARY MEASURES FOR THE AGM

Please see page 1 of the circular dated 28 April 2022 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
- compulsory wearing of surgical face masks
- not serving any refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue. Attendees must wear a surgical face mask 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*