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**CLARIFICATION AND SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO THE PROPOSED ADOPTION OF
SHARE OPTION SCHEME BY SUBSIDIARY**

Reference is made to the announcement of Digital China Holdings Limited (神州數碼控股有限公司*) (the “**Company**”) dated 30 March 2023 (the “**Announcement**”) in relation to the proposed adoption of a share option scheme by Digital China Information Service Company Ltd. (“**DCITS**”). Unless otherwise defined, capitalised terms used herein shall have the same meaning as those set out in the Announcement.

Subsequent to the publication of the Announcement and the respective results announcements of the Company and that for DCITS for the financial year ended 31 December 2022 on 30 March 2023, it had come to light that, based on the audited consolidated financial information of the Company and its subsidiaries for each of the three financial years ended 31 December 2020, 2021 and 2022 that for DCITS, DCITS is no longer regarded as a “principal subsidiary” of the Company under Chapter 17 of the Rules (the “**Listing Rules**”) Governing of Listing of Securities on The Stock Exchange of Hong Kong Limited. As a result, the Subsidiary Option Scheme does not constitute a share scheme of a principal subsidiary under Chapter 17 of the Listing Rules, and the requirements set out in Chapter 17 of the Listing Rules in relation to, among others, the adoption of share schemes by a principal subsidiary of a listed issuer, shall not apply to the Subsidiary Option Scheme.

As a result of the foregoing, the adoption of the Subsidiary Option Scheme shall only be subject to the approval of the shareholders of DCITS at its shareholders’ meeting and no longer be subject to or conditional upon the passing of an ordinary resolution by the Shareholders. The Company will not propose such ordinary resolution above at the forthcoming annual general meeting of the Company.

Saved as disclosed above, all other information as set out in the Announcement remains unchanged and shall continue to be valid for all purposes. This announcement is supplemental to and should be read in conjunction with the Announcement.

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, 26 April 2023

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. ZENG Shuigen and Ms. CONG Shan

Independent Non-executive Directors: Mr. WONG Man Chung, Francis, Miss NI Hong (Hope), Dr. LIU Yun, John, Mr. KING William and Mr. Timothy CHEN Yung-cheng

Website: www.dcholdings.com

**For identification purpose only*