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(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 28 JUNE 2023

(2) PAYMENT OF FINAL DIVIDEND

Reference is made to the circular of Digital China Holdings Limited (神州數碼控股有限公司*) (the “**Company**”) dated 11 May 2023 (the “**Circular**”) and the notice of annual general meeting of the Company dated 11 May 2023 (the “**Notice of AGM**”). Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Circular and the Notice of AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

At the annual general meeting (the “**AGM**”) of the Company held on 28 June 2023, all the proposed resolutions as set out in the Notice of AGM were voted on by way of poll. Mr. Lin Yang, an executive Director; Ms. Cong Shan, a non-executive Director; Mr. Wong Man Chung, Francis, Mr. King William and Mr. Chen Timothy Yung-cheng, each an independent non-executive Director had attended the AGM either in person or by electronic means.

The poll results in respect of each of the proposed resolutions at the AGM are as follows:

| Ordinary Resolutions | | Number of votes (Approximate %) | |
|--|---|--|----------------------|
| | | For | Against |
| 1. | To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2022. | 1,118,451,497 (99.70%) | 3,310,926 (0.30%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company. | | | |

| Ordinary Resolutions | | Number of votes (Approximate %) | |
|--|--|------------------------------------|-----------------------|
| | | For | Against |
| 2. | To declare final dividend of HK4.5 cents per Share for the year ended 31 December 2022. | 1,121,762,418 (99.99%) | 5 (0.01%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company. | | | |
| 3. | (i) To re-elect Mr. LIN Yang as an executive director of the Company. | 1,098,839,902 (97.96%) | 22,922,521 (2.04%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company. | | | |
| | (ii) To re-elect Dr. LIU Yun, John as an independent non-executive director of the Company. | 1,120,457,418 (99.88%) | 1,305,005 (0.12%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company. | | | |
| | (iii) To re-elect Mr. KING William as an independent non-executive director of the Company. | 1,120,457,418 (99.88%) | 1,305,005 (0.12%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company. | | | |
| | (iv) To re-elect Ms. CONG Shan as a non-executive director of the Company. | 1,117,858,918 (99.65%) | 3,903,505 (0.35%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company. | | | |
| | (v) To authorise the board of directors of the Company to fix the directors' remuneration. | 1,121,762,413 (99.99%) | 10 (0.01%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution. | | | |
| 4. | To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration. | 1,121,762,418 (99.99%) | 5 (0.01%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company. | | | |

| Ordinary Resolutions | | | Number of votes (Approximate %) | |
|--|-----|---|--|-------------------------|
| | | | For | Against |
| 5. | (1) | To grant a general and unconditional mandate to the board of directors of the Company to issue new shares of the Company not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution, and the discount for any shares to be issued for cash shall not be 20% or more unless the Stock Exchange agrees otherwise. | 677,365,254 (60.38%) | 444,397,169 (39.62%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company. | | | | |
| | (2) | To grant a general and unconditional mandate to the board of directors of the Company to buy back shares of the Company not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution. | 802,567,490 (71.55%) | 319,194,933 (28.45%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company. | | | | |
| | (3) | To extend the general mandate granted to the board of directors of the Company pursuant to resolution 5(1) to cover the shares bought back by the Company pursuant to resolution 5(2). | 671,687,000 (60.25%) | 443,107,423 (39.75%) |
| As more than 50% of the votes were cast in favor of this resolution, this resolution was duly passed as an ordinary resolution of the Company. | | | | |
| Special Resolution | | | Number of votes (Approximate %) | |
| | | | For | Against |
| 6. | | To approve the amendments to the bye-laws of the Company and to adopt the amended and restated bye-laws as the new bye-laws of the Company | 1,095,436,167 (98.26%) | 19,358,256 (1.74%) |
| As more than 75% of the votes were cast in favor of this resolution, this resolution was duly passed as a special resolution of the Company. | | | | |

The full text of the above resolutions are set out in the Notice of the AGM.

As at the date of the AGM, the total number of issued shares of the Company was 1,673,607,386, being the total number of Shares entitling the Shareholders to attend and vote for or against any of the resolutions proposed at the AGM. There was no Share entitling the Shareholders to attend and abstain from voting in favour of any of the resolutions as set out in Rule 13.40 of the Listing Rules and there was no Shareholder who was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

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

PAYMENT OF FINAL DIVIDEND

Given that the resolution recommending a final dividend of HK4.5 cents per Share (the "**Dividend**") for the year ended 31 December 2022 had been approved by the Shareholders at the AGM, as disclosed in the Circular, the Dividend will be paid to those Shareholders whose names appear on the register of members of the Company on Tuesday, 4 July 2023. The Dividend will be paid on or around Wednesday, 19 July 2023.

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 June 2023

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. 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. CHEN Timothy Yung-cheng

Website: www.dcholdings.com

** For identification purpose only*