DIGITAL CHINA HOLDINGS LIMITED
(神 州 數 碼 控 股 有 限 公 司*)
*(Incorporated in Bermuda with limited liability)*
(Stock Code: 00861)

**VOLUNTARY ANNOUNCEMENT**

**SHARE PURCHASE PURSUANT TO THE
RESTRICTED SHARE AWARD SCHEME**

This announcement is made by Digital China Holdings Limited (神州數碼控股有限公司*) (the "**Company**" together with its subsidiaries, the "**Group**") on a voluntary basis to provide shareholders of the Company (the "**Shareholders**") and potential investors with the latest events of the Group.

**Share purchase pursuant to the Company's Restricted Share Award Scheme**

Reference is made to the Company's 2022 annual report in relation to the Restricted Share Award Scheme (the "**RSA Scheme**") of the Company. The RSA Scheme was adopted by the board (the "**Board**") of directors (the "**Directors**") of the Company on 28 March 2011 as part of the Group's wider talent management initiative. The RSA Scheme serves the purpose of rewarding and motivating, among others, directors, employees, partners or consultants of the Group (the "**Participants**") with the shares of the Company (the "**Shares**").

It is the Company's strategy to recruit additional talents to advance and achieve sustainable development of the Group in upcoming years. In view of (i) the Company's expected needs to provide incentives to its existing and future employees and (ii) the current price of the Shares traded on-market which is considered to be undervalued, the Board believes that it is a good opportunity for the Company to purchase Shares from the market for future vesting of the restricted share units to the employees under the RSA Scheme. As such, the Board would like to inform Shareholders and potential investors of its intention:

1. to purchase up to a total of 100,000,000 Shares from the market for the purpose of the RSA Scheme from time to time during the following 12-month period. Subject to the Company being able to satisfy the minimum public float requirement and other applicable requirements under the Rules Governing the Listing of Securities on The Stock Exchange

of Hong Kong Limited, the Company will from time to time give instruction to the Trustee to purchase Shares from the market as and when appropriate; and

2. subject to market conditions, to purchase Shares at a purchase price not higher than HK$2.15 per Share.

Pursuant to the RSA Scheme, existing Shares will be purchased by the trustee of the RSA Scheme from the market out of cash contributed by the Group for satisfying any award from time to time under the RSA Scheme, and will be held in trust for the Participants until such Shares are vested with the relevant Participants in accordance with the provisions of the RSA Scheme.

The Board will determine at its absolute discretion the number of RSA Shares to be granted to the Participants under the RSA Scheme with the vesting criteria and conditions as it may deem appropriate, taking into account, among others, the present and expected contribution of the relevant Participants to the profits of the Group, the Group's general financial condition and its overall business objectives and future development plan.

**Shareholders and potential investors are advised to exercise caution when dealing in the shares of the Company.**

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, 24 January 2024

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. CHEN Timothy Yung-cheng*

*Website: www.dcholdings.com*

*\*For identification purpose only*