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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**

A notice convening the AGM is set out on pages 19 to 24 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:30 a.m. on Tuesday, 25 June 2024) 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.

26 April 2024

* For identification purpose only

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DEFINITIONS

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, 27 June 2024 at 10:30 a.m. or any adjournment thereof, notice of which is set out on pages 19 to 24 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
“Bye-Laws”	the bye-laws of the Company, as amended, modified or otherwise supplemented from time to time
“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”	a general and unconditional mandate proposed to be granted to the Directors 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

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DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted 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 at the AGM, 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 2024, 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
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“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

LETTER FROM THE BOARD



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. LIU Jun Qiang

Ms. CONG Shan

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

26 April 2024

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, (5) the distribution of final dividend for the year ended 31 December 2023.

* For identification purpose only

LETTER FROM THE BOARD

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 Bye-Laws, Mr. WONG Man Chung, Francis (“**Mr. Wong**”), Miss NI Hong (Hope) (“**Miss Ni**”) and Mr. CHEN Timothy Yung-cheng (“**Mr. Chen**”) will retire from office by rotation. All of the retiring directors are eligible for re-election at the AGM.

Pursuant to the code provision set out in paragraph B.2.3 of Appendix C1 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 who was first appointed as the independent non-executive director of the Company on 23 August 2006 and Miss Ni who was first appointed as the independent non-executive director of the Company on 29 September 2010, have served the Company for more than 9 years as of the Latest Practicable Date. Separate resolutions will be proposed for their re-election at the AGM in conformity with the aforesaid code provision.

LETTER FROM THE BOARD

Mr. Wong, Miss Ni and Mr. Chen have provided 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 Directors, they have been contributing to the development of the Company's strategy and policies through providing independent advice. Notwithstanding that Mr. Wong and Miss Ni have served as independent non-executive Directors for more than nine years, the Board is of the view that Mr. Wong and Miss Ni remain independent despite the length of their service and believes that their valuable knowledge and experience in the Group's business continue to provide significant contribution to the Board on the following basis: (i) based on the annual confirmation of independence of Mr. Wong and Miss Ni, they have met the independent guidelines set out in Rule 3.13 of the Listing Rules; (ii) they have never had any executive management role within the Group; (iii) the nomination committee of the Company ("**Nomination Committee**") has held a meeting on 25 March 2024 in which it assessed and is satisfied of the respective independence of Mr. Wong and Miss Ni; and (iv) the Board considers that Mr. Wong and Miss Ni remain independent of the management of the Group and free of any relationship which could materially interfere with the exercise of their 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, Miss Ni and Mr. Chen 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, Miss Ni and Mr. Chen for re-election as an independent non-executive Director at the AGM.

In accordance with Bye-Law 102(B) of the Bye-Laws, Mr. LIU Jun Qiang ("**Mr. Liu**") who was appointed as a director of the Company on 28 March 2024 is subject to retirement and re-election at the AGM in accordance with the Bye-Laws, and being eligible, Mr. Liu 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.

4. RECOMMENDATIONS OF THE NOMINATION COMMITTEE

The Nomination Committee has reviewed the biographical details of Mr. Wong, Miss Ni, Mr. Chen and Mr. Liu 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 Board, and took the view that Mr. Wong, Miss Ni, Mr. Chen and Mr. Liu have been contributing to the Group effectively and each of them is committed to his/her role as Director.

LETTER FROM THE BOARD

The Nomination Committee has also assessed the independence, qualification, skill and experience of Mr. Wong, Miss Ni and Mr. Chen for their 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, among others, their confirmations of independence and was satisfied with their 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. Wong, Miss Ni, Mr. Chen and Mr. Liu as Director at the AGM. The retiring Directors abstained from voting on the relevant resolution at the Board meeting regarding his/her nomination for re-election, respectively.

5. DISTRIBUTION OF FINAL DIVIDEND

As disclosed in the announcement of the Company dated 28 March 2024, the Board recommended the payment of a final dividend of HK6 cents per Share for the year ended 31 December 2023. Subject to approval of the Shareholders at the AGM, the final dividend is expected to be paid on Tuesday, 16 July 2024 to the Shareholders whose names appear on the register of members of the Company at 4:30 p.m. on Wednesday, 3 July 2024.

In order to qualify for the final dividend, all transfer documents, 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Wednesday, 3 July 2024.

6. AGM

The notice convening the AGM is set out on pages 19 to 24 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 and the Stock Exchange at 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM (i.e. not later than 10:30 a.m. on Tuesday, 25 June 2024) 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.

LETTER FROM THE BOARD

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 and the Stock Exchange's website at www.hkexnews.hk.

8. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the AGM, the transfer books and register of members will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024, both days inclusive, during which period no transfer of Shares will be registered. 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 21 June 2024.

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. TYPHOON OR BLACK RAINSTORM WARNING ARRANGEMENTS

If typhoon signal No. 8 or above, or a black rainstorm warning is in effect at 8:30 a.m. on the date of the AGM, the AGM will be postponed. The Company will post an announcement on its website (www.dcholdings.com) and designated website of the Stock Exchange (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the rescheduled meeting.

LETTER FROM THE BOARD

12. 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

APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

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 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 2023) in the event that the proposed Buy-back Mandate were to be exercised in full at any time during the period which the Buy-back Mandate remains in force. 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.

APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

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' EXERCISE OF POWER

The Directors will exercise the powers of the Company to make buy-backs pursuant to the Buy-back Mandate in accordance with the Listing Rules, the Bye-Laws and the applicable laws of Bermuda. Neither the explanatory statement in this Appendix I nor the Buy-Back Mandate has any unusual features.

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 entitled to directly and indirectly exercise or control the exercise of the voting power in respect of 331,201,928 Shares (representing approximately 19.8% of the issued share capital of the Company) and was deemed to be the single largest shareholder 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

APPENDIX I EXPLANATORY STATEMENT FOR THE BUY-BACK MANDATE

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.

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:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	3.66	3.17
May	3.46	3.10
June	3.24	2.91
July	3.18	2.95
August	3.12	2.54
September	2.72	2.32
October	2.49	2.05
November	2.38	2.11
December	2.35	2.00
2024		
January	2.32	2.00
February	2.77	2.02
March	3.00	2.62
April (up to the Latest Practicable Date)	3.38	3.01

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS SUBJECT TO RE-ELECTION

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. WONG Man Chung, Francis, aged 59, 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 36 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 Listing Rules.

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, a company listed on the Main Board of the Stock Exchange (stock code: 581); 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., a company listed on the Main Board of the Stock Exchange (stock code: 2718); an Independent Non-executive Director, the Chairman of the Audit Committee and the Remuneration Committee of Greenheart Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 94); 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 companies listed on the Main Board of the Stock Exchange (stock code: 610 and 923, respectively); 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 companies listed on the Main Board of the Stock Exchange (stock code: 1623 and 6819, respectively); 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., a company listed on the Main Board of the Stock Exchange (stock code: 1739). He was also an Independent Non-executive Director and a member of the Audit Committee and the Strategy and Investment Committee of GCL Technology Holdings Limited (formerly known as GCL-Poly Energy Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 3800) until May 2022; an Independent Non-executive Director and the Chairman of the

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS SUBJECT TO RE-ELECTION

Audit Committee of Kunming Dianchi Water Treatment Co., Ltd. (listed on the Main Board of the Stock Exchange (stock code: 3768) until August 2018 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(stock code: 2001) until December 2019. 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.

As at the Latest Practicable Date, Mr. Wong holds directorships in more than seven listed companies (including the Company). Mr. Wong believes that he continues to have sufficient time to discharge his duties as a director, based on the following factors: (1) Mr. Wong does not hold any executive role in Union Alpha C.P.A. Limited and Union Alpha CAAP Certified Public Accountants Limited and is not involved in their daily operation; (2) Mr. Wong attended all general meetings, Board meetings and Board committee meetings of the Company for the period after Mr. Wong was last re-elected as an independent non-executive director of the Company on 30 June 2022; (3) Mr. Wong did not hold any senior management role in the other listed companies. His involvement in other listed companies as an independent non-executive director does not require him to participate in the day-to-day management of these companies and does not require him to devote substantial time and attention as is required from senior management members of listed companies; (4) Mr. Wong's experience as an independent non-executive director of listed companies in Hong Kong would facilitate his understanding of corporate governance and his proper discharge of responsibilities as a director; and (5) Mr. Wong has undertaken to devote sufficient time for the discharge of his functions and responsibilities as an independent non-executive director of the Company. The Board is of the view that Mr. Wong would be able to devote sufficient time to the Board on the following bases: (i) as an independent non-executive director of the Company and other listed companies, Mr. Wong is mainly involved in the provision of strategic and independent views to the management and review of the companies' businesses from an independent perspective and is not required to participate in the daily management of the companies; (ii) Mr. Wong has extensive experience as a director of listed companies, and his background, experience and qualifications indicate that Mr. Wong is able to apportion his time as appropriate; and (iii) Mr. Wong has been responsive and attentive to the affairs of Company requiring his expertise and input as evidenced from his attendance record of the meetings of the Board and Board committees of which he is a member. The Board believes that despite that Mr. Wong holds directorships in more than seven listed companies, he would be able to devote sufficient time to fulfill his duties as an independent non-executive Director of the Company.

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS SUBJECT TO RE-ELECTION

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 positions with the Company and other members of the 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 was interested in 2,052,000 Shares, of which 720,000 Shares (representing approximately 0.043% of the issued share capital of the Company) were registered by him as beneficial owner and 1,332,000 were underlying Shares granted to him by the Company under the share option scheme of the Company. The aforesaid share options remained outstanding as at the Latest Practicable Date. 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 SFO.

There is no letter of appointment 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 Bye-Laws. The annual director's fee of Mr. Wong is RMB270,000 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 of the Company or to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules.

Miss NI Hong (Hope), aged 51, 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.

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS SUBJECT TO RE-ELECTION

Currently, Miss. Ni is an Independent Non-executive Director, member of the Audit Committee, Compensation Committee and Corporate Governance Committee and also Chairwoman of the Nomination Committee of Zhihu Inc, a company listed on the NASDAQ (NASDAQ: ZH) and Main Board of the Stock Exchange (stock code: 2390) and an Independent Director and the Chairman of the Audit Committee of ATA Inc., a NASDAQ-listed company (NASDAQ: ATAI). Miss Ni is also an Independent Director of Ucloudlink Group Inc., a NASDAQ-listed company (NASDAQ: UCL) and an Independent Non-executive Director, member of Remuneration Committee and Nomination Committee of Acotec Scientific Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 6669). Miss Ni was also a Non-executive Director of Ingdan, Inc. (formerly known as Cogobuy Group), a company listed on the Main Board of the Stock Exchange (stock code: 400) from June 2020 to June 2022. 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 positions with the Company and other members of the 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 was interested in 1,432,000 Shares, of which 100,000 Shares (representing approximately 0.006% of the issued share capital of the Company) were registered by her as beneficial owner and 1,332,000 were underlying Shares granted to her by the Company under the share option scheme of the Company. The aforesaid share options remained outstanding as at the Latest Practicable Date. 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 SFO.

There is no letter of appointment 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 Bye-Laws. The annual director's fee of Miss Ni is RMB270,000 which was determined by reference to the remuneration benchmark in the market. Miss Ni has no other emoluments including bonus and other allowance.

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS SUBJECT TO RE-ELECTION

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 67, has been an Independent Non-executive Director of the Company since 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. 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 (阿里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 Haier Smart Home Company Limited, (海爾智家股份有限公司) (formerly known as Qingdao Haier Company Limited 青島海爾股份有限公司), 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; 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; 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) from February 2019 to February 2024; an independent non-executive director, 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 of Hong Kong Limited (stock code: 06160) since February 2016 to June 2022. 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.

APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS SUBJECT TO RE-ELECTION

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 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 was interested in 500,000 underlying Shares granted to him by the Company under the share option scheme of the Company. The aforesaid share options remained outstanding as at the Latest Practicable Date. 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 SFO.

There is no letter of appointment 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 99 of the Bye-Laws. The annual director's fee of Mr. Chen is RMB270,000 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 any of the requirements under Rule 13.51(2) of the Listing Rules.

Mr. LIU Jun Qiang, aged 44, has been appointed as a non-executive Director of the Company on 28 March 2024. Mr. Liu is currently the deputy director of the investment department of Guangzhou City Infrastructure Investment Group Limited ("**GZ Infrastructure**"), the deputy general manager of Guangzhou City Investment Co., Ltd. ("**GZ Investment**"), and Guangzhou City Investment Jiapeng Industry Investment Fund Management Co., Ltd. ("**GZ Jiapeng**"), both GZ Investment and GZ Jiapeng are subsidiaries of GZ Infrastructure. Mr. Liu obtained a bachelor's degree in economics from Jiangxi University of Finance and Economics in 2002 and a master's degree in business administration from Jinan University in 2008.

Mr. Liu has 21 years of experience in corporate management and investment since 2002. During this period, Mr. Liu was responsible for the work of smart city investment operations, investment management and human resources.

**APPENDIX II PARTICULARS OF THE RETIRING DIRECTORS
SUBJECT TO RE-ELECTION**

Save as disclosed above, Mr. Liu 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 Group.

Other than the relationship arising from his directorship in the Company and his serving as deputy director and senior management at GZ Infrastructure group companies, Mr. Liu 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. Liu 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 SFO.

There is no letter of appointment between the Company and Mr. Liu. The appointment of Mr. Liu 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 Bye-Laws. Mr. Liu will not receive any director's emoluments during his term of office.

Save as disclosed above, Mr. Liu 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.

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Digital China Holdings Limited (神州數碼控股有限公司*) (the “**Company**”) will be held as a physical meeting at 31st Floor, Fortis Tower, 77-79 Gloucester Road, Wanchai, Hong Kong on Thursday, 27 June 2024 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 2023.
2. To declare final dividend for the year ended 31 December 2023.
3.
 - (i) To re-elect Mr. WONG Man Chung, Francis as an independent non-executive director of the Company.
 - (ii) To re-elect Miss NI Hong (Hope) as an independent non-executive director of the Company.
 - (iii) To re-elect Mr. CHEN Timothy Yung-cheng as an independent non-executive director of the Company.
 - (iv) To re-elect Mr. LIU Jun Qiang as a 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.

NOTICE OF ANNUAL GENERAL MEETING

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 Bye-Laws of the Company (“**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;

NOTICE OF ANNUAL GENERAL MEETING

(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 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 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).”

NOTICE OF ANNUAL GENERAL MEETING

- (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 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.”

NOTICE OF ANNUAL GENERAL MEETING

- (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, 26 April 2024

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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the annual general meeting (i.e. not later than 10:30 a.m. on Tuesday, 25 June 2024) 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).

NOTICE OF ANNUAL GENERAL MEETING

- (iv) The transfer books and register of members of the Company will be closed from Monday, 24 June 2024 to Thursday, 27 June 2024 (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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 21 June 2024 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 Wednesday, 3 July 2024. 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 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Wednesday, 3 July 2024 for registration.
- (vi) If any Shareholders have any enquiry on the above meeting, please contact the Company's branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited (telephone: +852 2980-1333).

* *For identification purpose only*