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**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 27 JUNE 2024; AND**

(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 26 April 2024 (the “**Circular**”), the notice of annual general meeting of the Company dated 26 April 2024 (the “**Notice of AGM**”) and the announcement of the Company dated 17 June 2024 relating to, among others, the retirement of certain independent non-executive Directors (the “**Announcement**”). 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(the “**AGM**”) of the Company held on 27 June 2024, save for resolutions numbered 3(i), 3(ii) and 3(iii) which were withdrawn as disclosed in the Announcement, all the other proposed resolutions as set out in the Notice of AGM were voted on by way of poll. Mr. Guo Wei, an executive Director and Mr. Lin Yang, an executive Director; Ms. Cong Shan, a non-executive Director and Mr. Liu Jun Qiang, a non-executive Director; Mr. Wong Man Chung, Francis, Dr. Liu Yun, John and Mr. King William, each an independent non-executive Director had attended the AGM either in person or by electronic means. Miss Ni Hong (Hope) and Mr. Chen Timothy Yung-cheng, each an independent non-executive Director, were absent due to other business or personal affairs.

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

Ordinary Resolutions		Number of votes <i>(Note 1)</i> (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 2023.	528,782,164 (73.24%)	193,235,928 (26.76%)
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 declare final dividend of HK6 cents per Share for the year ended 31 December 2023.	722,018,092 (100%)	0 (0%)
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. WONG Man Chung, Francis as an independent non-executive director of the Company.	N/A <i>(Note 2)</i>	N/A <i>(Note 2)</i>
The resolution was withdrawn and was not put forward for consideration and approval by the Shareholders.			
	(ii) To re-elect Miss NI Hong (Hope) as an independent non-executive director of the Company.	N/A <i>(Note 2)</i>	N/A <i>(Note 2)</i>
The resolution was withdrawn and was not put forward for consideration and approval by the Shareholders.			
	(iii) To re-elect Mr. CHEN Timothy Yung-cheng as an independent non-executive director of the Company.	N/A <i>(Note 2)</i>	N/A <i>(Note 2)</i>
The resolution was withdrawn and was not put forward for consideration and approval by the Shareholders.			
	(iv) To re-elect Mr. LIU Jun Qiang as a non-executive director of the Company.	718,521,617 (99.52%)	3,496,475 (0.48%)
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.	721,614,933 (99.94%)	403,159 (0.06%)
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 ^(Note 1) (Approximate %)	
		For	Against
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.	721,851,591 (99.98%)	166,501 (0.02%)
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.			
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.	300,766,821 (41.66%)	421,251,271 (58.34%)
As less than 50% of the votes were cast in favor of this resolution, this resolution was not 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.	530,058,914 (73.41%)	191,959,178 (26.59%)
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).	466,880,356 (64.66%)	255,137,736 (35.34%)
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.			

Notes:

1. *The number and percentage of votes are based on the total number of Shares voted by the Shareholders at the AGM in person or by proxy.*
2. *As disclosed in the Announcement, the resolutions numbered 3(i), 3(ii) and 3(iii) were withdrawn and therefore no vote was conducted or counted by the Company for these resolutions.*

The full text of the above resolutions is 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. 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. Law Debenture Trust (Asia) Limited, being the trustee holding 196,793,786 unvested Shares as at the date of the AGM pursuant to the restricted share award scheme adopted by the Company on 28 March 2011, was required under Rule 17.05A of the Listing Rules to abstain from voting on matters that require Shareholders' approval under the Listing Rules, and has abstained from voting on all the resolutions at the AGM. Save for Law Debenture Trust (Asia) Limited, there was no Shareholder who was required under the Listing Rules to abstain from voting on any of the resolutions at the AGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the AGM was 1,476,813,600 Shares. 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.

As Mr. WONG Man Chun, Francis, Miss NI Hong (Hope) and Mr. CHEN Timothy Yung-cheng did not offer themselves for re-election, each of them retired from office as an independent non-executive Director upon the conclusion of the AGM. Please refer to the Announcement for further details.

PAYMENT OF FINAL DIVIDEND

Given that the resolution recommending a final dividend of HK6 cents per Share (the "**Dividend**") for the year ended 31 December 2023 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 Wednesday, 3 July 2024. The Dividend will be paid on or around Tuesday, 16 July 2024.

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, 27 June 2024

At the publication of this announcement, the Board comprises six Directors namely:

Executive Directors: Mr. GUO Wei (Chairman and Chief Executive Officer) and Mr. LIN Yang (Vice Chairman)

Non-executive Directors: Ms. CONG Shan and Mr. LIU Jun Qiang

Independent Non-executive Directors: Dr. LIU Yun, John and Mr. KING William

Website: www.dcholdings.com

** For identification purpose only*