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DISCLOSEABLE TRANSACTION

DISPOSAL OF SHARES IN A SUBSIDIARY

DISPOSAL OF DCITS SHARES

Reference is made to the announcement of the Company dated 9 December 2025 regarding the proposed disposal of DCITS Shares. As part of the Disposal, between 31 December 2025 and 9 January 2026, DC Software has disposed of an aggregate of 11,895,200 DCITS Shares, representing approximately 1.22% of the entire share capital of DCITS, of which 9,359,200 DCITS Shares were disposed of by way of centralized bidding and 2,536,000 DCITS Shares were disposed of by way of block trades, representing approximately 0.96% and 0.26% of the entire share capital of DCITS, respectively. The price range for the Disposed DCITS Shares disposed of by way of centralized bidding was RMB16.38 to RMB18.43 per Disposed DCITS Share, while the price for the Disposed DCITS Shares disposed of by way of block trades was RMB16.48 per Disposed DCITS Share. The aggregate consideration for the Disposed DCITS Shares was approximately RMB203 million (equivalent to approximately HK\$226 million). As of the date of this announcement, the Disposal remains ongoing.

Following the disposal of the Disposed DCITS Shares and as of the date of this announcement, DC Software remains as the controlling shareholder of DCITS, holding 377,644,910 DCITS Shares, representing approximately 38.70% of the entire share capital of DCITS, and DCITS remains as a subsidiary of the Company.

IMPLICATIONS UNDER THE LISTING RULES

The transactions under the Disposal are required to be aggregated in accordance with Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Disposed DCITS Shares is higher than 5% but less than 25%, such disposal on an aggregated basis constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

DISPOSAL OF DCITS SHARES

Reference is made to the announcement of the Company dated 9 December 2025 regarding the disposal by DC Software, an indirect wholly-owned subsidiary of the Company, of not more than 28,827,300 DCITS Shares, representing approximately 2.9543% of the entire share capital of DCITS by way of centralized bidding and block trades within three months from the date that is 15 trading days after the date of DCITS' preliminary disclosure announcement.

As part of the Disposal, between 31 December 2025 and 9 January 2026, DC Software has disposed of an aggregate of 11,895,200 DCITS Shares, representing approximately 1.22% of the entire share capital of DCITS, of which 9,359,200 DCITS Shares were disposed of by way of centralized bidding and 2,536,000 DCITS Shares were disposed of by way of block trades, representing approximately 0.96% and 0.26% of the entire share capital of DCITS, respectively. The price range for the Disposed DCITS Shares disposed of by way of centralized bidding was RMB16.38 to RMB18.43 per Disposed DCITS Share, while the price for the Disposed DCITS Shares disposed of by way of block trades was RMB16.48 per Disposed DCITS Share. The aggregate consideration for the Disposed DCITS Shares was approximately RMB203 million (equivalent to approximately HK\$226 million). As of the date of this announcement, the Disposal remains ongoing.

Following the disposal of the Disposed DCITS Shares and as of the date of this announcement, DC Software remains as the controlling shareholder of DCITS, holding 377,644,910 DCITS Shares, representing approximately 38.70% of the entire share capital of DCITS, and DCITS remains as a subsidiary of the Company.

FINANCIAL IMPACT OF THE DISPOSAL AND USE OF PROCEEDS

The Company expects to record a gain on disposal in its consolidated statement of changes in equity, the actual amount of which will be subject to audit. As DCITS remains as a subsidiary of the Company following the disposal of the Disposed DCITS Shares, its financial statements will continue to be consolidated into the Company's consolidated financial statements. Accordingly, the disposal of the Disposed DCITS Shares will be accounted for as an equity transaction and will not result in the recognition of any gain or loss in the Company's consolidated income statement.

The Company intends to use the net proceeds from the Disposal for the Group's business development and working capital.

REASONS FOR AND BENEFITS OF THE DISPOSAL

The Disposal will enable the Company to realize a portion of the unrealized gains in DCITS, converting paper gains into actual cash proceeds and tangible returns for Shareholders.

In view of the above and taking into account that the disposal of the Disposed DCITS Shares was conducted through:

- (i) sales in the open market at market price (by way of centralized bidding); and
- (ii) sales negotiated on an arm's length basis with reference to the prevailing market price (by way of block trades)

The Board believes that the Disposal is fair and reasonable, on normal commercial terms and in the interests of the Company and its Shareholders as a whole.

None of the Directors had a material interest in the Disposal and no Director was required under the Listing Rules to abstain from voting on the Board resolution approving the Disposal and the transactions contemplated thereunder.

INFORMATION ABOUT THE COMPANY

The Company is principally engaged in the following business segments:

- (i) *Smart Supply Chain Business Segment:* Instant Technology Logistics Limited, a member of the Group, is a 5A-level logistics enterprise in the PRC, with logistics software with independent intellectual property rights as its technical foundation. Its principal business scope covers warehousing, transportation, distribution, e-commerce operations, import and export, cross-border trading, overseas logistics and supply chain management software and other services. It has built a network of self-operated warehouses domestically and abroad, creating the supply chain network alliance that has a leading position in the domestic market. In the future, it will focus on key directions such as “Industry Knowhow+” software in order to deepen its reach vertically, to widen its market gradually, to maintain a dual-wheel drive in both domestic and overseas markets, and develop business and logistics collaboratively to provide its customers with innovative, high-end and reliable integrated supply chain solutions and services;
- (ii) *Data Intelligence Business Segment:* The Group utilizes Yanyun DaaS, a technology that transformed from the first prize of the National Technology Invention Award, as its core technology and combines it with rich ecological resources to provide one-stop data intelligence solutions through providing industry-standardized APIs to achieve full coverage of data collection and operational layers. It also provides high-quality industry data based on data preprocessing and data governance. It further combines with AI model platforms to provide a one-stop data intelligence solutions for industry AI+ applications, build end-to-end big data integration service capabilities, and continues to consolidate its market position as the “data integration provider”; and
- (iii) *Asset Operation Business Segment:* The science and technology parks operated by the Group are located in the core areas of four major business districts, namely, the Yangtze River Delta, the Pearl River Delta, the central and western regions and the Bohai Rim. The Company is committed to building high-quality property operation service partners and becoming the first choice for the implementation of regional technological innovation R&D and industrial implementation.

The Company will integrate the brand positioning of “one body and two wings” to create its image as the best employer, with smart supply chain technology business reputation brought by Instant Technology Logistics Limited and Shenqi Digital’s brand of high-quality industrial data integration service as the core, driven by the two wheels of innovation and execution. The Company will continue to promote the effective implementation of strategies and high-quality sustainable development.

INFORMATION ABOUT DC SOFTWARE

DC Software is a company established under the laws of the PRC and an indirect wholly-owned subsidiary of the Company. DC Software is principally engaged in investment holding.

INFORMATION ABOUT DCITS

DCITS is a company established under the laws of the PRC with its issued shares listed on the Shenzhen Stock Exchange (stock code: 000555). Founded in 1984, DCITS is a major player in the fintech industry with over 300 financial software products. DCITS also provides top-tier services to over 2,000 financial institutions to meet demands in business applications, technical platforms and infrastructure.

The following is the key financial information of DCITS for the financial years ended 31 December 2023 and 2024:

	For the year ended 31 December	
	2023	2024
	<i>(Audited)</i>	<i>(Audited)</i>
	<i>RMB</i>	<i>RMB</i>
Net profit/(loss) before taxation	231,846,077	(510,068,874)
Net profit/(loss) after taxation	203,522,968	(536,465,762)

The unaudited total assets and net assets of DCITS as of 30 September 2025 were RMB13,604,968,937 and RMB5,571,109,113, respectively.

IMPLICATIONS UNDER THE LISTING RULES

The transactions under the Disposal are required to be aggregated in accordance with Rule 14.22 of the Listing Rules. As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Disposed DCITS Shares is higher than 5% but less than 25%, such disposal on an aggregated basis constitutes a discloseable transaction of the Company and is subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

The Company will make further announcement(s) to update Shareholders on the progress of the Disposal as and when necessary, in accordance with the requirements under the applicable Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board” the board of Directors

“Company”	Digital China Holdings Limited (神州數碼控股有限公司*), a company incorporated under the laws of Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“DCITS”	Digital China Information Service Group Company Ltd.* (神州數碼信息服務集團股份有限公司), an indirect non-wholly owned subsidiary of the Company with its shares listed on the Shenzhen Stock Exchange (stock code: 000555)
“DCITS Shares”	shares in DCITS
“Directors”	the directors of the Company
“Disposal”	the disposal of not more than 28,827,300 shares in DCITS, representing approximately 2.9543% of the entire share capital of DCITS by way of centralized bidding and block trades within three months from the date that is 15 trading days after the date of DCITS’ preliminary disclosure announcement on 10 December 2025
“Disposed DCITS Share(s)”	an aggregate of 11,895,200 DCITS Shares disposed of by DC Software, comprising 9,359,200 DCITS Shares disposed of by way of centralized bidding and 2,536,000 DCITS Shares disposed of by way of block trades
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
%	per cent

For the purpose of this announcement, amounts denominated in RMB have been translated to HK\$ at an exchange rate of RMB1 to HK\$1.1114. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were or may have been exchanged at such rate or any other rates.

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, 11 January 2026

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

Executive Directors: Mr. GUO Wei (Chairman and Chief Executive Officer), Mr. LIN Yang (Vice Chairman) and Mr. CAI Yinghua (President and Chief Operating Officer)

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

Independent Non-executive Directors: Dr. LIU Yun, John, Mr. KING William, Dr. GUO Song, Mr. CHAN Wai Hong, Michael and Dr. LI Jing

Website: www.dcholdings.com

**For identification purpose only*