

**Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities**
**For the month ended:** 31 December 2022

**Status:** New Submission

To : Hong Kong Exchanges and Clearing Limited

**Name of Issuer:** Digital China Holdings Limited

**Date Submitted:** 06 January 2023

**I. Movements in Authorised / Registered Share Capital**  Not applicable

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes		+
Stock code	00861	Description					
<input type="button" value="Add multi-counter stock code"/>							
<input type="checkbox"/> Manual input		Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	2,500,000,000	HKD	0.1	HKD	250,000,000		
Increase / decrease (-)				HKD			
Balance at close of the month	2,500,000,000	HKD	0.1	HKD	250,000,000		

Total authorised/registered share capital at the end of the month: HKD 250,000,000

**II. Movements in Issued Shares**

1. Type of shares	Ordinary shares	Class of shares	Not applicable	Listed on SEHK (Note 1)	Yes		+
Stock code	00861	Description					
Add multi-counter stock code							
Balance at close of preceding month			1,673,607,386				
Increase / decrease (-)							
Balance at close of the month			1,673,607,386				

Add remarks

### III. Details of Movements in Issued Shares

(A). Share Options (under Share Option Schemes of the Issuer)  Not applicable

1. Type of shares issuable		Ordinary shares	Class of shares		Not applicable	Shares issuable to be listed on SEHK (Note 1)		Yes		+	
Stock code of shares issuable (if listed on SEHK) (Note 1)			00861								
Add multi-counter stock code											
Particulars of share option scheme		Number of share options outstanding at close of preceding month	Movement during the month			Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month		
1).	Share Option Scheme adopted on 15/08/2011 Exercise price: HK \$6.394	32,215,288			<input type="checkbox"/>	32,215,288	Auto-fill	32,215,288		0	+
General Meeting approval date (if applicable) _____											
2).	Share Option Scheme adopted on 15/08/2011 Exercise price: HK \$4.818	1,999,000			<input type="checkbox"/>	1,999,000	Auto-fill	1,999,000		0	-
General Meeting approval date (if applicable) _____											
3).	Share Option Scheme adopted on 15/08/2011 Exercise price: HK\$4.32	4,802,600			<input type="checkbox"/>	4,802,600	Auto-fill	4,802,600		0	-
General Meeting approval date (if applicable) _____											
4).	Share Option Scheme adopted on 15/08/2011 Exercise price: HK\$4.04	2,000,000			<input type="checkbox"/>	2,000,000	Auto-fill	2,000,000		0	-

General Meeting approval date (if applicable) _____										
5).	Share Option Scheme adopted on 15/08/2011 Exercise price: HK\$4.17	5,044,990	Lapsed	-200,000		4,844,990	Auto-fill	4,844,990	0	-
General Meeting approval date (if applicable) _____										
6).	Share Option Scheme adopted on 15/08/2011 Exercise price: HK\$4.48	1,369,000	Lapsed	-50,000		1,319,000	Auto-fill	1,319,000	0	-
General Meeting approval date (if applicable) _____										
7).	Share Option Scheme adopted on 15/08/2011 Exercise price: HK\$6.6	104,162,000	Lapsed	-50,000		104,112,000	Auto-fill	104,112,000	0	-
General Meeting approval date (if applicable) 22 September 2020										
8).	Share Option Scheme adopted on 15/08/2011 Exercise price: HK\$5.44	6,240,000	Lapsed	-50,000		6,190,000	Auto-fill	6,190,000	0	-
General Meeting approval date (if applicable) _____										
9).	Share Option Scheme adopted on 15/08/2011 Exercise price: HK\$4.82	1,000,000				1,000,000	Auto-fill	1,000,000	0	-
General Meeting approval date (if applicable) _____										
10).	Share Option Scheme adopted on 15/08/2011 Exercise price: HK\$4.48	7,113,000	Lapsed	-60,000		7,053,000	Auto-fill	7,053,000	0	-
General Meeting approval date (if applicable) _____										

Total A (Ordinary shares):

Total funds raised during the month from exercise of options: HKD \_\_\_\_\_

Add remarks

**(B). Warrants to Issue Shares of the Issuer which are to be Listed**  Not applicable

Add remarks

**(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)**  Not applicable

Add remarks

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)**  Not applicable

Add remarks

**(E). Other Movements in Issued Share**  Not applicable

Add remarks

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E)

Auto-fill

Add remarks

**IV. Information about Hong Kong Depositary Receipt (HDR)**  Not applicable

Add remarks

## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Add remarks

Submitted by: WONG Chi Keung

Title: Secretary

(Director, Secretary or other Duly Authorised Officer)

### Notes

1. SEHK refers to Stock Exchange of Hong Kong.

2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.
3. “Identical” means in this context:
  - . the securities are of the same nominal value with the same amount called up or paid up;
  - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
  - . “shares issuable to be listed on SEHK” should be construed as “shares repurchased listed on SEHK”; and
  - . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares repurchased (if listed on SEHK)”; and
  - . “type of shares issuable” should be construed as “type of shares repurchased”; and
  - . “issue and allotment date” should be construed as “cancellation date”
6. In the context of redemption of shares:
  - . “shares issuable to be listed on SEHK” should be construed as “shares redeemed listed on SEHK”; and
  - . “stock code of shares issuable (if listed on SEHK)” should be construed as “stock code of shares redeemed (if listed on SEHK)”; and
  - . “type of shares issuable” should be construed as “type of shares redeemed”; and
  - . “issue and allotment date” should be construed as “redemption date”





股份發行人及根據《上市規則》第十九B章上市的香港預託證券發行人的證券變動月報表

截至月份： 2022年12月31日

狀態： 新提交

致： 香港交易及結算所有限公司

公司名稱： 神州數碼控股有限公司

呈交日期： 2023年1月6日

1. 法定/註冊股本變動  不適用

1. 股份類別	普通股	股份分類	不適用	於香港聯交所上市(註1)	是		+
證券代號	00861	說明					
增加多櫃檯證券代號							
<input type="checkbox"/> 手動填寫		法定/註冊股份數目		面值		法定/註冊股本	
上月底結存	2,500,000,000	HKD	0.1	HKD	250,000,000		
增加/ 減少(-)				HKD			
本月底結存	2,500,000,000	HKD	0.1	HKD	250,000,000		

本月底法定/註冊股本總額： HKD 250,000,000

增加備註

## II. 已發行股份變動

1. 股份類別	普通股	股份分類	不適用	於香港聯交所上市(註1)	是		+
證券代號	00861	說明					
增加多櫃檯證券代號							
上月底結存			1,673,607,386				
增加/減少(-)							
本月底結存			1,673,607,386				

增加備註
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## III. 已發行股份變動詳情

(A). 股份期權 (根據發行人的股份期權計劃)  不適用

1. 可發行股份類別	普通股	股份分類	不適用	可發行股份將於香港聯交所上市 (註1)	是			+	
可發行股份的證券代號 (如已於香港聯交所上市) (註1)		00861							
增加多櫃檯證券代號									
股份期權計劃詳情	上月底結存的股份期權數目	本月內變動			本月底結存的股份期權數目	本月內因此發行的發行人新股份數目 (A)	本月底因此可能發行的發行人新股份數目	本月底可於所有根據計劃授出的股份期權予以行使時發行的證券總數	
1). 於15/08/2011採納的購股權計劃行使價為港幣6.394元	32,215,288			+	32,215,288	Auto-fill	32,215,288	0	+
股東大會通過日期 (如適用)									
2). 於15/08/2011採納的購股權計劃行使價為港幣4.818元	1,999,000			+	1,999,000	Auto-fill	1,999,000	0	-
股東大會通過日期 (如適用)									
3). 於15/08/2011採納的購股權計劃行使價為港幣4.32元	4,802,600			+	4,802,600	Auto-fill	4,802,600	0	-
股東大會通過日期 (如適用)									
4). 於15/08/2011採納的購股權計劃行使價為港幣4.04元	2,000,000			+	2,000,000	Auto-fill	2,000,000	0	-
股東大會通過日期 (如適用)									
5). 於15/08/2011採納的購股權計劃行使價為港幣4.17元	5,044,990	已失效	-200,000	+	4,844,990	Auto-fill	4,844,990	0	-
股東大會通過日期 (如適用)									
6). 於15/08/2011採納的購股權計劃行使價為港幣4.48元	1,369,000	已失效	-50,000	+	1,319,000	Auto-fill	1,319,000	0	-

股東大會通過日期(如適用)										
7).	於15/08/2011採納的購股權計劃行使價為港幣6.6元	104,162,000	已失效	-50,000		104,112,000	Auto-fill	104,112,000	0	-
股東大會通過日期(如適用) 2020年9月22日										
8).	於15/08/2011採納的購股權計劃行使價為港幣5.44元	6,240,000	已失效	-50,000		6,190,000	Auto-fill	6,190,000	0	-
股東大會通過日期(如適用)										
9).	於15/08/2011採納的購股權計劃行使價為港幣4.82元	1,000,000				1,000,000	Auto-fill	1,000,000	0	-
股東大會通過日期(如適用)										
10).	於15/08/2011採納的購股權計劃行使價為港幣4.48元	7,113,000	已失效	-60,000		7,053,000	Auto-fill	7,053,000	0	-
股東大會通過日期(如適用)										

總數A (普通股): Auto-fill

本月內因行使其權所得資金總額: HKD

增加備註

(B). 承諾發行將予上市的發行人股份的權證  不適用

增加備註

(C). 可換股票據(即可轉換為將予上市的發行人股份)  不適用

增加備註

(D). 為發行將予上市的發行股份所訂立的任何其他協議或安排，包括期權（但不包括根據股份期權計劃發行的期權）  不適用

增加備註

(E). 已發行股份的其他變動  不適用

增加備註

本月普通股增加 / 減少 (-) 總額 (即A至E項的總和)	Auto-fill
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增加備註

IV. 有關香港預託證券(預託證券)的資料

不適用

增加備註

## V. 確認

我們在此確認，據我們所知所信，發行人在本月發行的每項證券（如第III部及第IV部所述但未曾於根據《主板規則》第13.25A條/《GEM規則》第17.27A條所刊發的報表中披露）已獲發行人董事會正式授權批准，並在適用的情況下：

- （註2）
- (i) 上市發行人已收取其在是次發行應得的全部款項；
  - (ii) 《香港聯合交易所有限公司證券上市規則》「上市資格」項下所規定有關上市的一切先決條件已全部履行；
  - (iii) 批准證券上市買賣的正式函件內所載的所有條件（如有）已予履行；
  - (iv) 每類證券在各方面均屬相同（註3）；
  - (v) 《公司（清盤及雜項條文）條例》規定送呈公司註冊處處長存檔的全部文件已經正式存檔，而一切其他法律規定亦已全部遵行；
  - (vi) 確實所有權文件按照發行條款的規定經已發送/現正準備發送/正在準備中並將會發送；
  - (vii) 發行人的上市文件所示已由其購買或同意購買的全部物業的交易已完成；全部該等物業的購買代價已予繳付；及
  - (viii) 有關債券、借貸股份、票據或公司債券的信託契約/平邊契據經已製備及簽署，有關詳情已送呈公司註冊處處長存檔（如法律如此規定）。

## 增加備註

呈交者：

王自強

職銜：

秘書

（董事、秘書或其他獲正式授權的人員）

## 註

1. 香港聯交所指香港聯合交易所。
2. (i) 至 (viii) 項為確認內容的建議格式，可按個別情況予以修訂。如發行人早前已就某證券發行於根據《主板規則》第13.25A條 / 《GEM規則》第17.27A條所刊發的報表中作出有關確認，則不需要於此報表再作確認。

3. 在此「相同」指：

- 證券的面值相同，須繳或繳足的股款亦相同；
- 證券有權領取同一期間內按同一息率計算的股息/利息，下次派息時每單位應獲派發的股息/利息額亦完全相同（總額及淨額）；及
- 證券附有相同權益，如不受限制的轉讓、出席會議及於會上投票，並在所有其他方面享有同等權益。

4. 如空位不敷應用，請呈交額外文件。

5. 如購回股份：

- 「可發行股份將於香港聯交所上市」應理解為「所購回的股份於香港聯交所上市」；及
- 「可發行股份的證券代號(如已於香港聯交所上市)」應理解為「所購回股份的證券代號(如於香港聯交所上市)」；及
- 「可發行股份類別」應理解為「所購回股份類別」；及
- 「發行及配發日期」應理解為「註銷日期」

6. 如贖回股份：

- 「可發行股份將於香港聯交所上市」應理解為「所贖回的股份於香港聯交所上市」；及
- 「可發行股份的證券代號(如已於香港聯交所上市)」應理解為「所贖回股份的證券代號(如於香港聯交所上市)」；及
- 「可發行股份類別」應理解為「所贖回股份類別」；及
- 「發行及配發日期」應理解為「贖回日期」