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DL HOLDINGS GROUP LIMITED

德林控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1709)

VOLUNTARY ANNOUNCEMENT TERM SHEET FOR STRATEGIC COOPERATION WITH VIABTC HOLDINGS LIMITED

This announcement is made voluntarily by DL Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to inform the shareholders and potential investors of the Company of the latest business development of the Group.

The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that on 24 June 2025, the Company has entered into a non-legally binding term sheet (the “**Term Sheet**”) for strategic cooperation with ViaBTC Holdings Limited (“**ViaBTC**”). The Group will engage in in-depth collaboration with ViaBTC by establishment of a joint venture to jointly conduct (i) over-the-counter (OTC) trading of cryptocurrencies; (ii) provision of asset management and family office services to OTC and/or crypto mining clients; and (iii) other potential business cooperation including but not limited to building Bitcoin (BTC) reserves and developing Securities and Futures Commission licensed virtual asset trading and virtual asset management platforms (the “**Proposed JV Formation**”).

The transactions contemplated under the Term Sheet represent the preliminary mutual understanding of the parties regarding the Proposed JV Formation and are subject to further negotiations between the parties and the execution of a legally binding definitive agreement.

REASONS FOR AND BENEFITS OF ENTERING INTO THE TERM SHEET FOR STRATEGIC COOPERATION

ViaBTC, established in 2016, is a blockchain technology company that offers a range of digital asset services. Its primary operations include the cryptocurrency mining pool, which supports various cryptocurrencies and offers multiple payout methods. Currently, ViaBTC ranks third in the global Bitcoin mining pool industry.

The cooperation between ViaBTC and the Group will enable the Group to bridge the traditional and digital asset landscapes. By jointly conducting OTC cryptocurrency trading, the Group could leverage ViaBTC's established crypto infrastructure, creating synergistic effects with its established financial advisory, securities trading and brokerage expertise. The Proposed JV Formation accelerates the Group's entry into the high-growth digital asset and blockchain services sector, diversifying its business portfolio beyond traditional financial sector. The cooperation also enables the Group to extend its existing asset management and family office services to OTC and crypto mining client, which generates diversified revenue streams, expands the market reach and enhances shareholder returns.

In view of the foregoing, the Board considers that the entering into of the Term Sheet (including the Proposed JV Formation), if materialised, are in the interests of the Company and its shareholders as a whole.

The Board wishes to emphasise that the Term Sheet is not legally binding and may or may not lead to the entering into of the definitive agreement. As such, the Proposed JV Formation may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company. Further announcement(s) in respect of the Proposed JV Formation will be made by the Company as and when appropriate in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

By order of the Board
DL Holdings Group Limited
Chen Ningdi

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 24 June 2025

As at the date of this announcement, the executive Directors are Mr. Chen Ningdi, Mr. Lang Joseph Shie Jay, Mr. Ai Kuiyu and Ms. He Zhiying; the non-executive Directors are Mr. Chan Kwan, Mr. Chan Kwun Wah Derek and Mr. Wang Yiding; and the independent non-executive Directors are Mr. Chang Eric Jackson, Mr. Chen Cheng-Lien (also known as Chen Cheng-Lang and Chen Stanley), Mr. Liu Chun and Mr. Li Xiaoxiao.