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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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 23 DECEMBER 2025

The Board is pleased to announce that the Proposed Resolution as set out in the EGM Notice was duly passed by the Shareholders by way of poll at the EGM.

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) and the announcement of DL Holdings Group Limited (the “**Company**”) dated 4 December 2025 in relation to, among other things, the proposed issue of the Convertible Bonds, the Conversion Shares, the Warrants, the Warrant Shares and the Earn-out Shares under the Specific Mandate in relation to the BTC Mining Machines Acquisition. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the ordinary resolution as set out in the Notice and proposed at the EGM (the “**Proposed Resolution**”) was duly passed by the Shareholders by way of poll at the EGM held on Tuesday, 23 December 2025.

As at the date of the EGM, there were 2,069,864,877 issued Shares, among which 66,100,488 Shares were held by the Company as treasury Shares. Saved as disclosed above, as at the date of EGM, there were (a) no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System) and no voting rights of treasury shares have been exercised at the EGM; and (b) no shares repurchased by the Company which were pending cancellation. As at the date of the EGM, the Vendor is directly interested in 63,803,000 Shares, representing approximately 3.18% of the existing total number of Shares in issue (excluding treasury shares) of the Company as at the date of the EGM and has a material interest in the BTC Mining Machines Acquisition and the transactions contemplated thereunder (including the issue of the Convertible Bonds and the Warrants and the grant of the Specific Mandate to allot and issue the Conversion Shares, the Warrant Shares, and the Earn-out Shares). As such, the Vendor have abstained from voting on the Proposed Resolution at the EGM.

Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Proposed Resolution at the EGM was 1,939,961,389 Shares, representing approximately 93.72% of the issued share capital of the Company.

Save as disclosed above, there were (i) no other Shareholder required under the Listing Rules to abstain from voting at the EGM; (ii) no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolution at the EGM as set out in Rule 13.40 of the Listing Rules; and (iii) none of the Shareholders has stated in the Circular his/her/its intention to vote against or to abstain from voting on the Proposed Resolution at the EGM.

There were no Shares actually voted but excluded from calculating the poll results of the Proposed Resolution.

Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed and acted as the scrutineer for the vote-taking at the EGM.

Pursuant to Rule 13.39(5) of the Listing Rules, the poll results in respect of the Proposed Resolution put to vote at the EGM are set out as follows:

Ordinary resolution		Number of votes (%) <i>(Note 1)</i>	
		For	Against
1.	To approve the issue of the Convertible Bonds, the Conversion Shares, the Warrants, the Warrant Shares and the Earn-out Shares under the Specific Mandate in relation to the BTC Mining Machines Acquisition <i>(Note 2)</i>	670,409,478 (99.97%)	235,000 (0.03%)
As more than 50% of the votes were cast in favour of the Proposed Resolution, the Proposed Resolution was duly passed as ordinary resolution.			

Notes:

1. The number of votes and the percentage of total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the EGM in person, by authorised representatives or by proxy.
2. For the full text of the Proposed Resolution, please refer to the Notice.

Mr. Lang Joseph Shie Jay, Mr. Ai Kuiyu, Ms. He Zhiying, Mr. Wang Yiding and Mr. Chang Eric Jackson attended the EGM. Mr. Chen Ningdi, Mr. Chen Cheng-Lien and Mr. Liu Chun were unable to attend due to other business engagements.

By order of the Board of
DL Holdings Group Limited
Chen Ningdi

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 23 December 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 Director is 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) and Mr. Liu Chun.