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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of DL Holdings Group Limited (the “**Company**”) will be held at Unit 2902, Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong on Tuesday, 23 December 2025 at 11:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as the ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 4 December 2025 (the “**Circular**”)):

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the convertible bonds instrument to be executed between the Company and the Vendor at Completion (the **“Convertible Bonds Instrument”**) (a copy of which is tabled at the EGM and marked “A” and signed by the chairman of the EGM for identification purpose) in respect of the issue of Convertible Bond at an initial conversion price of HK\$3.17 each entitling the holders thereof to subscribe for up to the maximum number of 53,769,804 Conversion Shares and the transactions contemplated thereunder be and are hereby approved and confirmed;
- (b) the warrant instrument to be executed between the Company and the Vendor at Completion (the **“Warrants Instrument”**) (a copy of which is tabled at the EGM and marked “B” and signed by the chairman of the EGM for identification purpose) in respect of the issue of Warrants at an initial warrant exercise price of HK\$3.80 each entitling the holders thereof to subscribe for up to the maximum number of 40,000,000 Warrant Shares and the transactions contemplated thereunder be and are hereby approved and confirmed;
- (c) the creation and issue of the Convertible Bonds, and the issuance and allotment of up to a maximum number of 53,769,804 Conversion Shares, by the Company to the Vendor in accordance with the BTC Mining Machines Formal Agreement and the Convertible Bond Instrument be and is hereby approved, confirmed and ratified;
- (d) the creation and issue of the Warrants, and the issuance and allotment of up to a maximum number of 40,000,000 Warrant Shares, by the Company to the Vendor in accordance with the BTC Mining Machines Formal Agreement and the Warrants Instrument be and is hereby approved, confirmed and ratified;

- (e) subject to the fulfilment of the conditions of the earn-out, the issuance and allotment of 13,442,451 Earn-out Shares to the Vendor pursuant to the terms of the BTC Mining Machines Formal Agreement be and are hereby approved;
- (f) conditional upon the Listing Committee of the Stock Exchange granting and not having revoked the approval for the listing of, and permission to deal in, the Conversion Shares, the Warrant Shares and the Earn-out Shares, the Directors be and are hereby granted a specific mandate and any one Director be and is hereby specifically authorised to exercise all the powers of the Company to (i) create and issue the Convertible Bonds and the Warrants and (ii) issue, allot and credit as fully paid, the Conversion Shares, the Warrant Shares and Earn-out Shares, on and subject to the terms and conditions of the BTC Mining Machines Formal Agreement, the Convertible Bonds Instrument and the Warrants Instrument, provided that such authority granted to the Directors shall be in addition to, and shall not prejudice nor revoke any general or specific mandate(s) which has/have been granted or may from time to time be granted to the Directors prior to the passing of this resolution; and
- (g) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, execute, perform and deliver all such other instruments, deeds, documents and agreements and do such acts and things and take all steps as he/she/they may in his/her/their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to or in connection with (i) the BTC Mining Machines Formal Agreement, the Convertible Bonds Instrument and the Warrants Instrument and the respective transactions contemplated thereunder; and (ii) the Specific Mandate.”

By order of the Board

DL Holdings Group Limited

Chen Ningdi

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 4 December 2025

Registered office:

Cricket Square, Hutchins

Drive P.O. Box 2681, Grand Cayman
KY1-1111 Cayman Islands

Head office and principal place of business in

Hong Kong:

Unit 2902, Vertical Square

28 Heung Yip Road

Wong Chuk Hang, Hong Kong

Notes:

1. A form of proxy for use at the EGM or any adjournment thereof is enclosed. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy must be duly completed and signed in accordance with the instructions printed thereon and deposited together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the EGM (i.e. by 11:00 a.m. on Sunday, 21 December 2025) or any adjournment thereof. Completion and return of a form of proxy will not preclude a member from attending in person and voting at the EGM or any adjournment thereof, should he so wish.
4. For the purpose of determining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Thursday, 18 December 2025 to Tuesday, 23 December 2025, both days inclusive. In order to qualify for attending and voting at the EGM, all transfer documents together with the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. (Hong Kong time) on Wednesday, 17 December 2025.

5. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. Pursuant to Rule 13.39(4) of the Listing Rules, all resolution at the EGM will be conducted by way of a poll.
8.
 - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal no. 8 or above is hoisted or extreme conditions or a black rainstorm warning signal is in force at any time on the date of the EGM, the EGM will be postponed to the next business day on which no tropical cyclone warning signal no. 8 or above is hoisted or extreme conditions or a black rainstorm warning signal is in force in Hong Kong at any time between the hours from 8:00 a.m. to 11:00 a.m., and in such case the EGM shall be held at the same time and venue.
 - (b) If a tropical cyclone warning signal no. 8 or above or extreme conditions or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for the holding of the EGM and where conditions permit, the EGM will be held as scheduled.
 - (c) The EGM will be held as scheduled when a tropical cyclone warning signal no. 3 or below is hoisted or an amber or red rainstorm warning signal is in force.
 - (d) Shareholders should in any event exercise due care and caution when deciding to attend the EGM in adverse weather conditions.

As at the date of this notice, 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.