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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)

**CLARIFICATION ANNOUNCEMENT
DISCLOSEABLE TRANSACTION IN RELATION TO
THE BTC MINING MACHINES ACQUISITION INVOLVING
THE ISSUE OF CONVERTIBLE BONDS, WARRANTS AND
EARN-OUT SHARES UNDER SPECIFIC MANDATE**

Reference is made to the circular of DL Holdings Group Limited (the “**Company**”) dated 4 December 2025 (the “**Circular**”) 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. Capitalised terms used herein shall have the same meaning as those defined in the Circular unless the context otherwise requires.

The Board would like to hereby clarify that:-

- (i) the second paragraph under the section headed “Information of the Vendor” on page 28 of the Circular should be amended and read as follows (with amendment underlined):

“To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, save for Evergreen Wealth being interested in 63,803,000 Shares of the Company, representing approximately 3.18% of the existing total number of Shares in issue (excluding treasury shares) of the Company as at the Latest Practicable Date, Evergreen Wealth and Mr. Chiu are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).”

- (ii) the third paragraph under the section headed “Specific Mandate and the EGM” on page 36 of the Circular should be amended and read as follows (with amendment underlined):

“As at the Latest Practicable Date, 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 Latest Practicable Date 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 shall be required to abstain from voting on the resolution(s) in relation thereto at the EGM.

As at the Latest Practicable Date, to the best knowledge of the Directors and having made all reasonable enquiries, no other Shareholder has any 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, no other Shareholder is required to abstain from voting on the resolution in relation thereto at the EGM”

Save for the above clarification, all other information and contents of the Circular remain unchanged.

By order of the Board
DL Holdings Group Limited
Chen Ningdi
Chairman, Chief Executive Officer and Executive Director

Hong Kong, 4 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.