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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  
MEMORANDUM OF UNDERSTANDING  
FOR STRATEGIC COOPERATION  
WITH ASSETO FINTECH 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 MEMORANDUM OF UNDERSTANDING FOR STRATEGIC COOPERATION**

The board (the “**Board**”) of directors of the Company (the “**Directors**”) is pleased to announce that on 30 June 2025, the Company has entered into a memorandum of understanding (the “**MOU**”) for strategic cooperation (the “**Strategic Cooperation**”) with Asseto Fintech Limited (“**Asseto**”). The Group will establish a strategic partnership between the Group and Asseto to jointly explore and develop solutions for the tokenisation of real-world assets (“**RWA**”) in the Asian market, and to promote the adoption of compliant digital asset products and services, including stablecoin applications and decentralised finance (“**DeFi**”) integrations.

The parties intend to collaborate in the following key areas:

- **Joint Fund Issuance:** Co-develop and launch compliant multi-asset strategy funds. The Group intends to apply for licensing uplift on regulatory activities regarding virtual assets and will leverage its dual licenses in traditional and virtual asset management for fund structuring and issuance, while Asseto will provide tokenisation technology and blockchain infrastructure support;
- **RWA Infrastructure Development:** Co-develop a “RWA Middleware System” to tokenise traditional financial assets held by the Group, including real estate fund shares, supply chain finance, bonds, equities and other asset classes;
- **Client & Market Integration:** Facilitate cross-pollination between the Group’s high-net-worth family office clients and Asseto’s institutional and crypto-native investor network; and
- **Stablecoin Ecosystem Collaboration:** Integrate compliant stablecoins into both platforms for payment and settlement use cases, and explore the use case of tokenised fund shares as source of yields for stablecoins.

The transactions contemplated under the MOU represent the preliminary mutual understanding of the parties regarding the proposed strategic cooperation and are subject to further negotiations between the parties and the execution of a definitive business agreement.

## INFORMATION ON ASSETO

Asseto is a fintech company specialising in the tokenisation of RWA, and it currently holds a leading position in the tokenisation market in Asia. Asseto is dedicated to building a new generation of on-chain asset platforms through institutional-grade tokenisation technology and deep integration of traditional finance (“**TradFi**”) and DeFi. Starting with cash management RWAs, Asseto is continuously expanding into a broader range of RWA product lines, including funds, bonds, equities, private credit, real estate, gold, and other alternative assets to achieve diversified and scalable revenue streams. As the strategic partner of HashKey Group, Asseto has established strong network of strategic industry partners, including two companies preparing to apply for the Hong Kong stablecoin license. Asseto boasts a top-tier, experienced, and diverse team, with core members hailing from leading global traditional financial institutions and Web3 projects, bringing together expertise across both TradFi and DeFi. Asseto’s total value locked (“**TVL**”) is anticipated to continue to grow along with the stablecoin adoption trends, positioning it as a potential leading Web3 enterprise in Asia.

To the best of knowledge, information, and belief of the Board having made all reasonable enquiries, as at the date of this announcement, Asseto and its ultimate beneficial owners are independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”)).

## **ASSETO’S SHAREHOLDER**

### **HashKey Group**

HashKey Group (“**HashKey**”) is a leading digital asset financial services group in Asia, headquartered in Hong Kong. It is committed to providing comprehensive digital asset solutions for institutional and individual investors. HashKey’s core businesses include HashKey Exchange which is among the first batch of licensed virtual asset exchanges in Hong Kong, HashKey Capital—focused on blockchain investments, HashKey Chain—an infrastructure for supporting diverse decentralised applications, and HashKey Custody—offering institutional-grade custody services. Through technological innovation and ecosystem development, HashKey actively promotes Hong Kong as a global hub for digital assets and Web3 innovation.

## **REASONS FOR AND BENEFITS OF ENTERING INTO THE MOU**

As global institutions increasingly embrace digital currencies and DeFi, RWA are becoming a vital component of corporate and institutional financing needs, as well as stablecoin-based investment strategies. The Board is in the course of reviewing the Hong Kong Stablecoins Bill and intends to apply for the Hong Kong stablecoin license. The partnership will accelerate the on-chain transformation of the Group’s traditional financial services by leveraging Asseto’s mature blockchain solutions and creating synergies with the Group’s expertise in asset management, securities trading, and family office services.

Moreover, the strategic collaboration will enable the Group to swiftly enter the high-growth digital asset and RWA sectors, achieving greater business diversification. The parties will jointly explore the application of RWA in asset management and digital currency innovation, offering the Group's clients a broader range of financial products. It will also allow the Group to extend its existing services to crypto-native investor clients, generate diversified revenue streams, expand market reach, and enhance shareholder returns.

Looking ahead, the strong alliance between the Group and Asseto represents yet another breakthrough in the deep integration of traditional finance and blockchain technology. The two parties will continue to work hand in hand to promote the adoption and development of RWA tokenisation, delivering a more diversified, transparent, and efficient asset management experience for investors.

In view of the foregoing, the Board considers that the entering into of the MOU (including the Strategic Cooperation), if materialised, are in the interests of the Company and its shareholders as a whole.

**Shareholders and investors are reminded that the MOU is not legally binding and the transactions contemplated under the MOU are still pending the conclusion of a definitive business agreement. If a definitive business agreement is entered into, the Company will make further announcements in accordance with the Listing Rules as necessary or appropriate. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

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

*Chairman, Chief Executive Officer and Executive  
Director*

Hong Kong, 30 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.*