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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)**

**SUPPLEMENTAL ANNOUNCEMENT  
CONNECTED TRANSACTION IN RELATION TO  
FURTHER SUBSCRIPTION OF  
15.10% CLASS B MEMBERSHIP INTEREST  
IN CARMEL RESERVE LLC**

Reference is made to the announcement of the Company dated 16 September 2025 (the “**Announcement**”) in respect of, among others, the Subscription Agreement and the transactions contemplated. Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcement. This announcement is to provide additional information in relation to the Announcement.

**THE ADJUSTED NAV**

As disclosed in the Announcement, the consideration was determined after arm’s length negotiations between the Target Company and the Company after taking into consideration by the Company of various factors, among other things, the Adjusted NAV which is calculated based on the net asset value of the Target Company of approximately US\$67.11 million (equivalent to approximately HK\$523.46 million) as at 31 March 2025 as adjusted by the fair value of the investment properties of the Target Company of approximately USD111.30 million as at 31 March 2025 prepared by the Independent Valuer.

The following table illustrates the calculation of the Adjusted NAV of the Target Company as at 31 March 2025:

|                                                                   | <b>US\$'000</b><br><i>(approximately)</i><br>(unaudited) |
|-------------------------------------------------------------------|----------------------------------------------------------|
| Non-current assets                                                |                                                          |
| – book value of the Property                                      | 64,934                                                   |
| – other non-current assets                                        | 205                                                      |
| Current assets                                                    | <u>6,135</u>                                             |
| <b>Total Assets</b>                                               | <b>71,274</b>                                            |
| Less: book value of the Property                                  | (64,934)                                                 |
| Add: market value of the Property as at 31 March 2025             | 111,300                                                  |
| <b>Adjusted Total Assets</b>                                      | <b>117,640</b>                                           |
| Not-current liabilities                                           | 43,977                                                   |
| Current liabilities                                               | <u>6,554</u>                                             |
| <b>Total Liabilities</b>                                          | <b><u>50,530</u></b>                                     |
| <b>Net Asset Value adjusted by the fair value of the Property</b> | <b>67,110</b>                                            |
| Add: Loans and interests capitalised                              | <u>4,475</u>                                             |
| <b>Adjusted NAV as at 31 March 2025</b>                           | <b><u><u>71,585</u></u></b>                              |

The Independent Valuer is a well-established professional services firm. In particular, the principal signing off the valuation report of the Property is a Chartered Surveyor who has over 27 years' experience in the valuation of properties in Hong Kong, Mainland China, the US and other countries around the world. With reference to the valuation report of the Property, the Independent Valuer has adopted the market approach as the principal valuation methodology. This approach is universally considered as an accepted valuation approach for valuing most forms of property and is consistent with normal market practice. The Independent Valuer assesses the value of the Property in the existing state by making reference to relevant market comparable transactions of finished residential lots in the vicinity. Market comparable transactions were chosen based on proximity to the Property, focusing on finished residential lots within Carmel Valley which were transacted recently. The Independent Valuer has also made adjustments to the applicable parameters deduced from those market comparable transactions in consideration of time, size, topography and infrastructures of imperfect comparability. The general basis of adjustment is that if the comparable property is better than the Property in terms of the above parameters, a downward adjustment is made. Alternatively, if the comparable property is inferior or less desirable than the Property in terms of the above parameters, an upward adjustment is made. In light of the variances in terms of (i) transaction timing, (ii) site area, (iii) topography, and (iv) completion status of infrastructures reflected by the cost, time and profit incurred, the Company considers that the adjustments are justifiable and the selection of the comparable transactions is appropriate and hence the valuation of the Property by market comparable transactions are fair and reasonable.

## **THE RWA OF ONE CARMEL**

As disclosed in the Announcement, the Company considers ONE Carmel to be a quality real estate real-world asset (“**RWA**”) with significant potential for future tokenisation, supporting the Group’s innovative digital finance and blockchain initiatives. It is the strategic planning and target of the Group to utilise approximately USD40 million (equivalent to approximately HK\$312 million) worth of its Class B Membership Interest in ONE Carmel (based on the then fair value) in the future for tokenisation as RWA, for the purpose of enabling future special dividend distributions to Shareholders by way of distribution in specie, as well as to facilitate investment by potential on-chain investors in ONE Carmel. Based on discussions with its technical partner for RWA solutions, the Company currently expects that the following mechanism and requirements would apply:

### **1. Asset Structure:**

The Class B Membership Interest represents a non-voting economic interest in the Target Company, which holds and operates the ONE Carmel residential project. The tokenisation process will relate to the economic rights associated with this Class B Membership Interest, including profit distributions and capital appreciation, rather than direct property ownership.

### **2. Tokenisation Process:**

The Company will establish a compliant digital asset issuance structure, such as a special purpose vehicle (“**SPV**”) or trust if required, to hold the Class B Membership Interest. The interest will be digitised into tokens (security tokens), each representing a fractionalised economic share of the Class B Membership Interest – that is, the holder’s rights to profits, returns, or distribution associated with that interest. Smart contracts will be employed on a blockchain platform to automate distributions, transfers, and investor rights in accordance with the LLC agreement.

### **3. Regulatory Compliance:**

The Company will closely collaborate with relevant legal counsel and its appointed RWA technical service provider when determining and finalising the execution plan for the tokenisation of its Class B Membership Interest in ONE Carmel. The tokenisation will be conducted in full compliance with the applicable regulatory requirements of the Hong Kong Securities and Futures Commission (SFC) relating to security token distribution. The Company will uphold all necessary standards regarding token holders eligibility, AML and KYC vetting. Tokens may only be issued to professional investors if such requirement is imposed under the then-applicable regulatory regime. For Shareholders who are unable or otherwise unwilling to hold the tokens directly, the Company will establish an alternative arrangement such as a custodian or nominee structure to facilitate their participation, ensuring that all Shareholders can benefit from the tokenisation initiative in a manner compliant with regulatory and operational requirements.

### **4. Token Issuance and Custody:**

Tokens will be issued via a licensed virtual asset platform, with secure custody arrangements for both the digital tokens and the legal rights to the Class B Membership Interest. All token holders' rights and obligations will mirror those set out in the operating agreement of the Target Company.

### **5. Ongoing Governance and Reporting:**

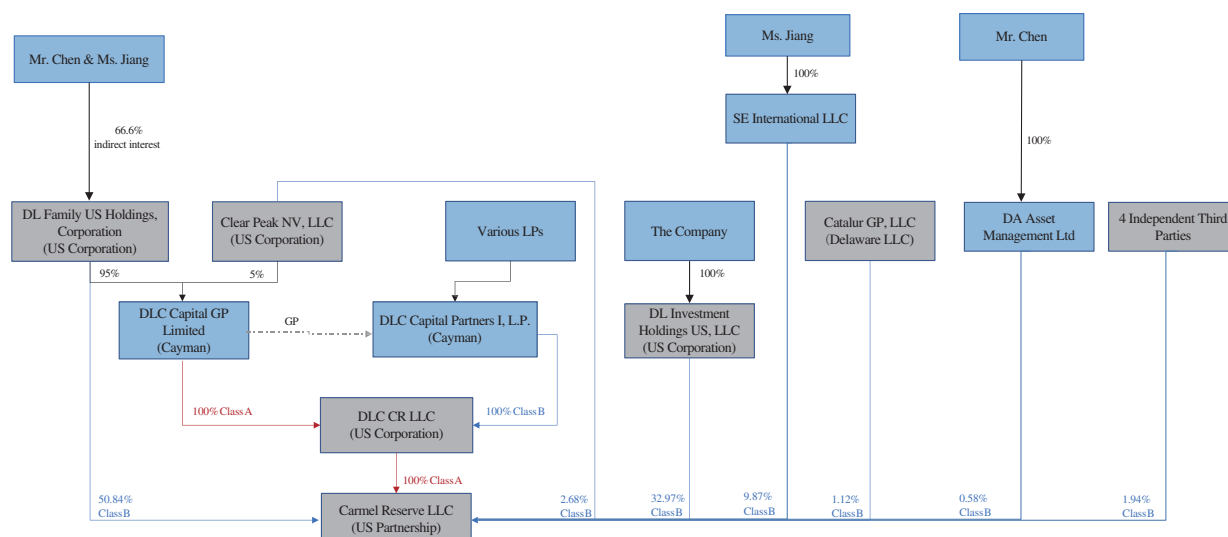
Continuous legal, financial, and operational oversight will be maintained. This includes audited financial statements, regular valuation updates, transparent communication on project performance, and ongoing reviews to ensure regulatory compliance.

## 6. Secondary Trading and Redemption:

Tokens, when permitted, may be made available for secondary trading on licensed exchanges or platforms, subject to local laws and relevant exchange approvals. Redemption mechanisms (such as buyback arrangements or distributions upon asset sale) will be clearly defined and disclosed in the offering documentation.

## THE OWNERSHIP STRUCTURE OF THE TARGET COMPANY UPON COMPLETION

Set out below is the shareholding structure of the Target Company following Completion:



This announcement is supplemental to, and should be read in conjunction with the Announcement. The above additional information does not affect other details and content set forth in the Announcement. Save as disclosed herein, all other contents of the Announcement remain unchanged and continue to be valid for all purposes.

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

Hong Kong, 12 October 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.*