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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**  
**POTENTIAL DISTRIBUTION IN**  
**SPECIE OF RWA TOKENS**  
**AND**  
**PROPOSED BONUS ISSUE OF SHARES**

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 board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to inform the shareholders of the Company (the “**Shareholders**”) and potential investors that, in addition to the proposed final cash dividend of approximately HK\$20 million for the year ended 31 March 2026, the Company is also proposing (i) a special dividend by way of distribution in specie of real world asset (“**RWA**”) tokens to the Shareholders with an aggregate indicative underlying asset value of approximately HK\$100 million (the “**Distribution in Specie**”), and (ii) a proposed issue of approximately 40 million bonus shares (the “**Bonus Shares**” and each a “**Bonus Share**”) on the basis of one new Bonus Share credited as fully paid for every 50 existing shares of the Company held by the qualifying Shareholders whose names appear on the register of members of the Company on the relevant record date to be announced (the “**Bonus Issue**”).

As disclosed in the annual results announcement of the Company for the year ended 31 March 2026 published on 30 June 2026 (the “**Results Announcement**”), the Directors have recommended, subject to the approval of the Shareholders at the forthcoming annual general meeting of the Company (the “**AGM**”) and/or the obtaining of all necessary approvals, consents, clearances from the applicable regulatory bodies (including but not limited to Hong Kong Securities and Futures Commission and The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), a total distribution of approximately HK\$120 million for the year ended 31 March 2026, comprising (i) the payment of a final cash dividend of approximately HK\$20 million; (ii) the proposed Distribution in Specie with an aggregate indicative value of approximately HK\$100 million; and (iii) the Bonus Issue. The assets proposed to be distributed under the Distribution in Specie are contemplated to comprise tokenised limited partnership interests in limited partnership funds holding (i) property interests in DL Tower with an intended value of approximately HK\$61 million; and (ii) debt investment in Carmel Reserve LLC with an intended value of approximately HK\$39 million.

The Board believes that, if materialised, the Distribution in Specie and the Bonus Issue, together with the proposed final cash dividend, would enable the Company to reward the Shareholders for their continued support while at the same time aligning with the Group’s broader strategy in digital finance and RWA tokenisation.

As at the date of this announcement, the Company is actively communicating with the relevant regulatory bodies and other professional parties in order to formulate the plan for the Distribution in Specie under applicable laws and regulations, including the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). As at the date of this announcement, the Company has not finalised the structure, detailed terms, timetable or record date of the Distribution in Specie, which remains subject to, among other things, compliance with applicable laws and regulations, including the Listing Rules, and the obtaining of all necessary approvals, consents and clearances.

In respect of the Bonus Issue, as disclosed in the Results Announcement and the announcement of the Company dated 30 June 2026 regarding the Bonus Issue, the Board has recommended the Bonus Issue of approximately 40 million Bonus Shares on the basis of one new Bonus Share for every 50 existing shares held by qualifying Shareholders, which is subject to, among other things, the approval of the Shareholders at the AGM and the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Bonus Shares. A circular containing, among other things, further details of the Bonus Issue and the AGM is expected to be despatched to the Shareholders in due course.

The Board wishes to emphasise that the Distribution in Specie is still at a preliminary stage and may or may not materialise. Shareholders and potential investors should also note that the Bonus Issue remains subject to the fulfillment of the applicable conditions, including approval of the Stock Exchange and the Shareholders. Further announcement(s) will be made by the Company to provide updates on the Distribution in Specie and the Bonus Issue as and when 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 2026

*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. Qiao Linjian 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) and Mr. Liu Chun.*