



Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 31 December 2025

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: DL HOLDINGS GROUP LIMITED

Date Submitted: 05 January 2026

I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	01709	Description				
	Number of authorised/registered shares		Par value		Authorised/registered share capital	
Balance at close of preceding month	10,000,000,000		HKD	0.01	HKD	100,000,000
Increase / decrease (-)					HKD	
Balance at close of the month	10,000,000,000		HKD	0.01	HKD	100,000,000

Total authorised/registered share capital at the end of the month: HKD 100,000,000

**II. Movements in Issued Shares and/or Treasury Shares**

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	01709	Description				
		Number of issued shares (excluding treasury shares)	Number of treasury shares	Total number of issued shares		
Balance at close of preceding month		2,003,764,389	66,100,488	2,069,864,877		
Increase / decrease (-)		0	0			
Balance at close of the month		2,003,764,389	66,100,488	2,069,864,877		

### III. Details of Movements in Issued Shares and/or Treasury Shares

#### (A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares		Ordinary shares		Type of shares	Not applicable		Listed on the Exchange (Note 1)			Yes					
Stock code (if listed)		01709		Description											
Particulars of share option scheme		Number of share options outstanding at close of preceding month		Movement during the month		Number of share options outstanding at close of the month		Number of new shares issued during the month pursuant thereto (A1)		Number of treasury shares transferred out of treasury during the month pursuant thereto (A2)		Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month		The total number of shares which may be issued or transferred out of treasury upon exercise of all share options to be granted under the scheme at close of the month	
1).	Share Option Scheme adopted on 22 September 2015	26,432,000				26,432,000		0		0		26,432,000		26,432,000	
General Meeting approval date (if applicable) 09 September 2021															
2).	2025 Share Incentive Scheme adopted on 19 June 2025	0				0		0		0		0		121,897,238	
General Meeting approval date (if applicable) 19 June 2025															

Increase in issued shares (excluding treasury shares): \_\_\_\_\_ 0 Ordinary shares (AA1)

Decrease in treasury shares: \_\_\_\_\_ 0 Ordinary shares (AA2)

Total funds raised during the month from exercise of options: HKD \_\_\_\_\_ 0

(B). Warrants to Issue Shares of the Issuer

1. Class of shares		Ordinary shares		Type of shares		Not applicable		Listed on the Exchange (Note 1)			Yes		
Stock code (if listed)		01709		Description									
Description of Warrants		Currency	Nominal value at close of preceding month		Movement during the month			Nominal value at close of the month	Number of new shares issued during the month pursuant thereto (B1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (B2)		Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	
1).	40,000,000 unlisted warrants issued on 30 December 2025 by the Company pursuant to the sale and purchase agreement dated 28 September 2025 in relation to the acquisitions of Bitcoin mining machines	HKD	0	Issued	40,000,000			40,000,000	0	0		40,000,000	
Stock code of the Warrant (if listed on the Exchange) (Note 1)													
Subscription price		HKD	3.8										
Date of expiry		30 December 2027											
General Meeting approval date (if applicable)		23 December 2025											

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (BB1)

Decrease in treasury shares: 0 Ordinary shares (BB2)

Remarks:

For further information, please refer to the announcements of the Company dated 15 September 2025, 28 September 2025, 4 December 2025, 23 December 2025 and 30 December 2025 and the circular dated 4 December 2025.

**(C). Convertibles (i.e. Convertible into Shares of the Issuer)**

1. Class of shares		Ordinary shares		Type of shares	Not applicable		Listed on the Exchange (Note 1)			Yes		
Stock code (if listed)		01709		Description								
Description of the Convertibles			Currency	Amount at close of preceding month		Movement during the month		Amount at close of the month	Number of new shares issued during the month pursuant thereto (C1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (C2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month	
1).	Convertible bonds in the principal amount of US\$21,852,600 with zero coupon and maturity of two years due on 30 December 2027 pursuant to the sale and purchase agreement dated 28 September 2025 in relation to the acquisitions of Bitcoin mining machines		USD	0	Issued	21,852,600		21,852,600	0	0	53,769,804	
Type of the Convertibles			Bond/Notes									
Stock code of the Convertibles (if listed on the Exchange) (Note 1)												
Subscription/Conversion price			USD		3.17							
General Meeting approval date (if applicable)			23 December 2025									

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (CC1)

Decrease in treasury shares: 0 Ordinary shares (CC2)

**Remarks:**

For further information, please refer to the announcements of the Company dated 15 September 2025, 28 September 2025, 4 December 2025, 23 December 2025 and 30 December 2025 and the circular dated 4 December 2025.

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer, including Options (other than Share Option Schemes)**

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on the Exchange (Note 1)	Yes	
Stock code (if listed)	01709	Description				
Description of other agreements or arrangements			General Meeting approval date (if applicable)	Number of new shares issued during the month pursuant thereto (D1)	Number of treasury shares transferred out of treasury during the month pursuant thereto (D2)	Number of shares which may be issued or transferred out of treasury pursuant thereto as at close of the month
1).	13,442,451 shares to be issued upon the fulfillment of the earn out conditions pursuant to the sale and purchase agreement dated 28 September 2025 in relation to the acquisitions of Bitcoin mining machines		23 December 2025	0	0	13,442,451

Increase in issued shares (excluding treasury shares): 0 Ordinary shares (DD1)

Decrease in treasury shares: 0 Ordinary shares (DD2)

## Remarks:

For further information, please refer to the announcements of the Company dated 15 September 2025, 28 September 2025, 4 December 2025, 23 December 2025 and 30 December 2025 and the circular dated 4 December 2025.

(E). Other Movements in Issued Shares and/or Treasury Shares

Not applicable

Total increase/ decrease (-) in issued shares (excluding treasury shares) during the month (i.e. Total of AA1 to EE1):	0	Ordinary shares
Total increase/ decrease (-) in treasury shares during the month (i.e. Total of AA2 to EE2):	0	Ordinary shares

**IV. Information about Hong Kong Depositary Receipt (HDR)**      Not applicable



## V. Confirmations

Not applicable

Submitted by: Chin Ying Ying

Title: Secretary  
(Director, Secretary or other Duly Authorised Officer)

## Notes

1. The Exchange refers to The Stock Exchange of Hong Kong Limited.
2. In the case of repurchase of shares (shares repurchased and cancelled) and redemption of shares (shares redeemed and cancelled), "date of event" should be construed as "cancellation date".  
In the case of repurchase of shares (shares held as treasury shares), "date of event" should be construed as "date on which shares were repurchased and held by the issuer in treasury".
3. The information is required in the case of repurchase of shares (shares repurchased for cancellation but not yet cancelled) and redemption of shares (shares redeemed but not yet cancelled). Please state the number of shares repurchased or redeemed during the month or in preceding month(s) but pending cancellation as at close of the month as a negative number.
4. Items (i) to (viii) are suggested forms of confirmation. The listed issuer may amend the item(s) that is/are not applicable to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, or the treasury shares sold or transferred, no further confirmation is required to be made in this return.
5. "Identical" means in this context:
  - the securities are of the same nominal value with the same amount called up or paid up;
  - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.