THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Harbour Digital Asset Capital Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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HARBOUR DIGITAL

Harbour Digital Asset Capital Limited
港灣數字產業資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 913)

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

Resolutions will be proposed at the annual general meeting (the "AGM") of the Company to be held at 11:30 a.m. on Thursday, 18 June 2026, at Portion 2, 12/F., The Center, 99 Queen's Road Central, Hong Kong, to approve the matters referred to in this circular. The notice convening the AGM is set out in Appendix III to this circular. If you are unable to attend the AGM in person, you are requested to complete and return the form of proxy enclosed with this circular in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for holding the meeting. Completion and return of the form of proxy will not preclude you from attending and voting at the meeting and in such event, the form of proxy shall be deemed to be revoked.

30 April 2026

CONTENTS

Page

Definitions 1

Letter from the Board 3

Appendix I – Explanatory Statement 9

Appendix II – Details of the Retiring Directors to be Re-elected 13

Appendix III – Notice of Annual General Meeting 16

Accompanying Document – Form of Proxy

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be convened and held at 11:30 a.m. on Thursday, 18 June 2026, at Portion 2, 12/F., The Center, 99 Queen's Road Central, Hong Kong, notice of which is set out on pages 16 to 19 in this circular
"Articles"	the existing articles of association of the Company
"Board"	the board of Directors
"Company"	Harbour Digital Asset Capital Limited, a company incorporated in the Cayman Islands with limited liability, whose shares are listed on the Stock Exchange
"Director(s)"	directors of the Company
"Group"	the Company and its subsidiaries
"Hong Kong"	Hong Kong Special Administrative Region of the People's Republic of China
"INED(s)"	Independent non-executive Director(s)
"Issue Mandate"	the general and unconditional mandate to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares (including any sale or transfer of any Treasury Shares out of treasury) up to a maximum of 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution approving the grant of such mandate
"Latest Practicable Date"	23 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Nomination Committee"	nomination committee of the Board

"Repurchase Mandate"	the general and unconditional mandate to the Directors to exercise the power of the Company to repurchase Shares up to a maximum of 10% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of passing of the relevant resolution approving the grant of such mandate
"SFO"	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
"Share(s)"	ordinary share(s) of nominal value of HK$0.001 each in the share capital of the Company
"Shareholder(s)"	holders of Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Repurchases, as amended from time to time
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules

HARBOUR DIGITAL

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港灣數字產業資本有限公司

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Executive Director:
Ms. SHUM Kit Lan Anita

Non-executive Director:
Mr. ZHANG Baiyan

Independent Non-executive Directors:
Mr. HUNG Cho Sing
Ms. CHUNG Fai Chun
Mr. YU Tat Chi Michael

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head office and principal place of business in Hong Kong:
Room 1006, 10th Floor, 299QRC
287-299 Queen's Road Central
Sheung Wan, Hong Kong

30 April 2026

To the Shareholders

Dear Sir/Madam,

GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES, RE-ELECTION OF RETIRING DIRECTORS, AND NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

At the AGM, resolutions will be proposed to (i) grant to the Directors general mandates to repurchase and issue Shares; (ii) extend the general mandate to issue Shares; and (iii) re-elect retiring Directors. In compliance with the Listing Rules, this circular contains the explanatory statement and gives all the information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions.

GENERAL MANDATE TO ISSUE ADDITIONAL SHARES

An ordinary resolution will be proposed at the AGM for the purpose of renewing the existing share issue mandate granted to Directors to allot, issue and otherwise deal with the additional Shares (including any sale or transfer of any Treasury shares out of treasury) and securities convertible into Shares . The existing issue mandate will expire at the conclusion of the AGM. The share issue mandate is subject to a limit equal to 20% of the total number of the issued Shares (excluding any Treasury Shares) at the date of passing the resolution.

GENERAL MANDATE FOR REPURCHASE OF SHARES

The repurchase resolution will be proposed for the purpose of renewing the existing Repurchase Mandate granted to the Directors to repurchase Shares. The existing Repurchase Mandate will expire at the conclusion of the AGM. The Repurchase Mandate is subject to a limit of equal to 10% of the issued and fully paid up Shares (excluding any Treasury Shares) as at the date of passing the resolution. Assuming the Resolution 4(A), which is to approve the general mandate for repurchase of Shares, is approved at the AGM and there is no change in the total issued Shares during the period from the Latest Practicable Date to the date of AGM, the maximum number of Shares that may be repurchased by the Company under the Repurchase Mandate will be 35,481,801 Shares. The Company does not have any plan to repurchase Shares under the Repurchase Mandate as at the Latest Practicable Date. An explanatory statement to the Repurchase Mandate is set out in Appendix I to this circular.

EXTENSION OF GENERAL MANDATE TO ISSUE SHARES

Subject to the passing at the AGM of the proposed resolutions regarding the share issue mandate and the repurchase mandate, an ordinary resolution will be proposed at the AGM to approve the extension of the 20% share issue mandate, i.e. 70,963,603 Shares, by adding to the Issue Mandate the number of Shares that may be repurchased under the Repurchase Mandate. Shareholders are referred to the AGM notice for details of the resolutions. With reference to these resolutions, the Board wishes to state that it has no immediate plans to repurchase any shares or to issue any new shares pursuant to the relevant mandates.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 157 of the Articles, Mr. HUNG Cho Sing and Ms. CHUNG Fai Chun, both being INED, shall retire by rotation as Directors. In accordance with Article 123 of the Articles, Mr. ZHANG Baiyan, a non-executive Director, shall retire by rotation as Director. Being eligible, Mr. HUNG Cho Sing, Ms. CHUNG Fai Chun and Mr. ZHANG Baiyan (collectively the ''Retiring Directors'') offer themselves for re-election as Directors at the AGM.

Procedure and Process for Nomination of INEDs

The Board has adopted the following policy for the nomination of directors (the "Nomination Policy").

Selection Criteria

In determining the suitability of a candidate, the Nomination Committee and the Board shall consider the potential contributions a candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity. The Nomination Committee and the Board shall consider the following selection criteria, which are not meant to be exhaustive:

- the candidate's personal ethics, reputation, character and integrity;
- the candidate's qualifications, skills, knowledge, business judgment and experience that are relevant to the operations of the Group;
- the diversity perspectives set out in the Board Diversity Policy of the Company (as amended from to time);
- the candidate's availability including time commitment to discharge his or her responsibility as a Director, including being able to devote sufficient time to attend Board meetings, participate in induction, trainings and other board and Company associated activities (In the case of a candidate who will be nominated as an INED will be holding his or her seventh (or more) listed company directorship, the Nomination Committee should consider the reasons given by the candidate for being able to devote sufficient time to discharge his or her responsibility as an INED.);
- the candidate for the position of an INED must comply with the independence criteria as prescribed under the Listing Rules (as amended from time to time);
- the current size and composition of the Board, the needs of the Board and the respective committees of the Company;
- the succession planning of members of the Board to ensure the leadership continuity and smooth functioning of the Group; and
- any other factors that the Nomination Committee and/or the Board may consider appropriate.

The Nomination Committee and the Board shall ensure that the composition of the Board is in conformity with the laws of the Cayman Islands, the Listing Rules and all other applicable laws and regulations.

Nomination Procedures

The recruitment, identification, evaluation, recommendation, nomination, selection and new appointment or re-appointment of each proposed Director shall be assessed and considered by the Nomination Committee and the Board against the Selection Criteria as set out in the Nomination Policy. In the context of appointment of any proposed candidate to the Board:

- the Nomination Committee may take such measures that it considers appropriate in connection with its identification and evaluation of candidates, including, amongst others, considering referrals from the Directors, shareholders, management, advisors of the Company;

- the Nomination Committee shall identify and ascertain the character, qualification, knowledge and experience of the candidate and undertake adequate due diligence in respect of such candidate; and

- the Nomination Committee shall make recommendations by submitting the candidate's personal profile to the Board for its consideration.

In the context of re-appointment of any existing member of the Board, the Nomination Committee shall make recommendations to the Board for its consideration and recommendation for the candidate to stand for re-election at general meeting.

For each proposed new appointment or re-appointment of a Director, the Nomination Committee shall obtain all applicable declarations and undertaking as required under the laws of the Cayman Islands and the Listing Rules.

In the case of a nomination for the position of an INED, the Nomination Committee shall ensure that the concerned candidate meets the independence criteria as prescribed under the Listing Rules.

The Board shall have the final decision on all matters relating to the recommendation of candidates to stand for election (and re election) at a general meeting.

The ultimate responsibility for the selection and appointment of Directors rests with the entire Board.

Recommendation of the Nomination Committee

The Nomination Committee had assessed and reviewed the annual written confirmation of independence of each of the INEDs for the year ended 31 December 2025 and thereafter up to 19 March 2026 based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all of them, including Mr. HUNG Cho Sing ("Mr. HUNG"), Mr. YU Tat Chi Michael and Ms. CHUNG Fai Chun ("Ms. CHUNG") remain independent. In addition, the Nomination Committee had evaluated the performance of each of the Retiring Directors, Mr. ZHANG Baiyan, Mr. HUNG and Ms. CHUNG, for the year ended 31 December 2025 and considered their performance satisfactory. Among the Retiring Directors, Mr. HUNG and Ms. CHUNG have served the Company for more than nine years during which period they have provided professional advice and insight to the Board. They have in-depth understanding of the Group's business and operation and have also demonstrated strong independence by providing impartial views and comments at the Board and/or Board committee meetings during their tenure of office. Mr. HUNG and Ms. CHUNG do not have taken part in the day-to-day management of the Company. The Nomination Committee considered that the long service will not affect their exercise of independent judgment and was satisfied that they have the required integrity and experience to continue fulfilling the role of INED. Based on the above consideration, the Nomination Committee nominated the Retiring Directors to the Board for it to propose to Shareholders for re-election at the AGM.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the Retiring Directors, namely Mr. ZHANG Baiyan, Mr. HUNG Cho Sing and Ms. CHUNG Fai Chun, stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the Retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders at the AGM.

The biographical details (including the number of the other public companies' directorship) of each of the Retiring Directors to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements under the Listing Rules.

Further information about the Board's composition and diversity as well as the attendance record at the meetings of the Board and/or its committees and the general meetings of the Directors (including the Retiring Directors) is disclosed in the Biographical Details of Directors and Corporate Governance Report of the 2025 Annual Report of the Company.

ANNUAL GENERAL MEETING

The notice of the AGM is set out in Appendix III to this circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

PROXY ARRANGEMENT

A form of proxy for use at the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof. The completion and return of the form of proxy will not preclude any Shareholder from attending and voting at the AGM or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the AGM will be taken by way of poll.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate, and the re-election of the Retiring Directors are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions as set out in the notice of AGM.

Yours faithfully,
For and on behalf of the Board
SHUM Kit Lan Anita
Executive Director

The following explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules to be given to the Shareholders relating to a resolution to be proposed at the forthcoming AGM authorizing the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date the issued and fully paid up share capital of the Company comprised 354,818,016 Shares. Exercise in full of the Repurchase Mandate, if so approved, on the basis that no further shares are issued or repurchased between the Latest Practicable Date and the date of the approval of the Repurchase Mandate, the Company would be allowed under the repurchase resolution to repurchase a maximum of 70,963,603 Shares during the period from the date on which such resolution is passed until the date of: (i) conclusion of the next AGM of the Company; (ii) the expiration of the period within which the next AGM of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or removal of the Repurchase Mandate by an ordinary resolution of the Shareholders in general meeting, whichever occurs first (the "Relevant Period"), representing not more than 10% of the issued Shares (excluding any Treasury Shares) as at the Latest Practicable Date.

REASONS FOR REPURCHASE

The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company the flexibility to make such repurchase when appropriate and beneficial to the Company and the Shareholders as a whole. Such repurchase may enhance the net assets value per Share and/or earnings per Share.

GENERAL

As compared with the financial position of the Company as at 31 December 2025 (being the date of its latest published audited financial statements), the Directors consider that there might be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the Relevant Period. However, the Directors do not intend to make any repurchase to such an extent as would in the circumstances have a material adverse impact on the working capital or gearing position of the Company.

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the grant of the Repurchase Mandate is approved by the Shareholders.

The Directors will exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has confirmed that this Appendix (serving as an explanatory statement on the Repurchase Mandate) contains the information required under Rule 10.06(1)(b) of the Listing Rules and that this explanatory statement and the proposed repurchases of Shares to be made by the Company in the event that the Directors exercise the powers of the Company to repurchase any Shares pursuant to ordinary resolution No. 4(A) to be proposed at the AGM do not have any unusual features.

The Company may cancel any Shares it repurchased and/or hold such Shares as Treasury Shares following settlement of any such repurchase subject to, amongst other factors, market conditions and the Group's capital management needs at the relevant time of the repurchase(s).

To the extent permitted by the applicable laws of the Cayman Islands, for any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as Treasury Shares, which may include an approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the Treasury Shares deposited with CCASS, and (ii) in the case of dividends or distributions, the Company will withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

FUNDING OF REPURCHASE

Repurchases must be made out of the funds legally available for the purpose in accordance with the memorandum and articles of association of the Company and the applicable laws and regulations of the Cayman Islands and the Listing Rules. The Companies Acts (as Revised) of the Cayman Islands ("Acts") provide that a share repurchase by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose or, if so authorized by the Articles and subject to the provisions of the Acts, out of capital. Any premium payable on a repurchase over the par value of the Shares repurchased or conditionally or unconditionally to be purchased must be provided for out of profits of the Company or out of the Company's share premium account or, if so authorized by the Articles and subject to the provisions of the Acts, out of capital.

SHARE REPURCHASE MADE BY THE COMPANY

During the period of six months preceding the Latest Practicable Date, no Shares had been repurchased by the Company (whether on the Stock Exchange or otherwise).

SHARE PRICES

During the previous twelve months before the Latest Practicable Date, the highest and lowest traded prices for Shares on the Stock Exchange were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	*HK$*
2025		
April	0.223	0.180
May	0.182	0.162
June	0.400	0.171
July	0.400	0.325
August	0.350	0.310
September	0.340	0.275
October	0.305	0.260
November	0.315	0.270
December	0.305	0.260
2026		
January	0.300	0.275
February	0.285	0.265
March	0.330	0.182
April *(up to the Latest Practicable Date)*	0.205	0.170

EFFECT OF TAKEOVERS CODE

If on exercise of the power to repurchase Shares pursuant to Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could, depending on the level of increase of Shareholders' interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. The Directors are not aware of any Shareholders, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate. As at the Latest Practicable Date, based on disclosures made under Part XV of the SFO and to the best of the knowledge and belief of the Company, there were no substantial Shareholders. If the Directors exercise in full the powers to repurchase Shares pursuant to the Repurchase Mandate, it would not give rise to any obligation to make a mandatory offer under Rules 26 and 32 of the Takeovers Code.

Based on information that is publicly available to the Company and within the knowledge of the Directors, there is no shareholder of the Company holding 5% or more of the Company's issued share capital as at the Latest Practicable Date. As such, the Company's total issued share capital is held by the public as at the Latest Practicable Date, and as if the Repurchase Mandate is exercised by the Company in full.

MR. ZHANG BAIYAN ("MR. ZHANG")

Mr. ZHANG, aged 41, was appointed as a non-executive Director in February 2026. He is currently non-executive member of Precious Metal Consulting and Engineering LLC, an associated company under PMCE Group, and was the Vice President of PMCE Group, which is a California-based company specializing in investment and trading precious metals across U.S., China and other regions, during the period from January 2022 to August 2025. In PMCE Group, Mr. ZHANG was responsible for business development, investment deal sourcing and coordination, and supply chain establishment of precious metal international trading across African countries including Nigeria, Tanzania and Rwanda.

Mr. ZHANG holds a Master Degree in Finance of Peking University and a Bachelor Degree in Finance of Fudan University.

Pursuant to the service contract entered into between Mr. ZHANG and the Company, Mr. ZHANG is not appointed for a fixed term but will be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Company's articles of association.

Mr. ZHANG is entitled to director's fee of HK$20,000 per month, which is determined based on his duties and responsibilities with the Company, the prevailing market rate and the remuneration policy of the Company.

Save for the appointment of non-executive Director, Mr. ZHANG has not held any appointment and qualification or directorship in other listed company in the last three years, nor does he have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company as at the Latest Practicable Date. Save as mentioned above, Mr. ZHANG does not hold any other position in the Company or any of its subsidiaries.

As at the Latest Practicable Date, Mr. ZHANG does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Furthermore, Mr. ZHANG has confirmed that there is no information relating to his re-election as a non-executive Director that is required to be disclosed under Rule 13.51(2)(h) to (v) of the Listing Rules, or need to be brought to the attention of the shareholders of the Company.

MR. HUNG CHO SING ("MR. HUNG")

Mr. HUNG, aged 85, has over 30 years of experience in the film distribution industry and founded Delon International Film Corporation in 1970. Mr. HUNG has been the chairman of Hong Kong, Kowloon and New Territories Motion Picture Industry Association Limited since 1991 and was the chairman of Hong Kong Film Awards Association Limited from 1993 to 1995. Mr. HUNG was appointed by the Hong Kong Special Administrative Region ("HKSAR") Government as a member of the Hong Kong Film Development Council from 2007 to 31 March 2013. Mr. HUNG was also appointed as a consultant of the China Film Association since 2013. Mr. HUNG is also a member of HKSAR Election Committee and a vice chairman of the Cultural Profession Committee of the Guangdong, Hong Kong and Macau Cooperation Promotion Council (廣東省粵港澳合作促進會文化專業委員會副主任委員). Mr. HUNG was awarded the Bronze Bauhinia Star (BBS) by the HKSAR Government in 2005 in recognition of his contribution to the Hong Kong Film industry. Mr. HUNG has been appointed by the HKSAR Government as a non-official member of the Working Group on Manufacturing Industries, Innovative Technology, and Cultural and Creative Industries under the Economic Development Commission since 17 January 2013. He has been the vice chairman of Film Association of Guangdong, China since November 2016.

Mr. HUNG was appointed as independent non-executive Director in October 2014. Mr. HUNG is an independent non-executive director of each of Oshidori International Holdings Limited (stock code: 622), KOALA Financial Group Limited (stock code: 8226) and China Star Entertainment Limited (stock code: 326) as at the Latest Practicable Date. Mr. HUNG was an independent non-executive director of hmvod Limited (stock code: 8103) during the period from April 2023 to September 2024. All these companies are listed on either the Main Board or the GEM of the Stock Exchange.

Save as disclosed above, as at the Latest Practicable Date, Mr. HUNG has not held any other major appointment and qualification or directorship in other listed company in the last three years, nor does he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company, and he does not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, Mr. HUNG is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the appointment letter entered into between Mr. HUNG and the Company, with subsequent amendments, there is no fixed term of Mr. HUNG's appointment. His appointment, however, shall be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the Articles. Mr. HUNG is entitled to a monthly director's fee of HK$10,000 which is determined with reference to his responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, as confirmed by Mr. HUNG, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the re-election of Mr. HUNG that need to be brought to the attention of the shareholders of the Company.

MS. CHUNG FAI CHUN ("MS. CHUNG")

Ms. CHUNG, aged 60, was appointed as an INED in December 2014. She is currently a deputy general manager of a watchcase factory. She has over 20 years' ample experience in the watchcase production industry, and has a wealth of experience in marketing, business operation and management.

Save as disclosed above, as at the Latest Practicable Date, Ms. CHUNG has not held any other major appointment and qualification or directorship in other listed company in the last three years, nor does she have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company, and she does not hold other positions with the Company or other members of the Group.

As at the Latest Practicable Date, save as 750,000 Shares held by Ms. CHUNG, Ms. CHUNG is not interested in any shares of the Company within the meaning of Part XV of the SFO.

Pursuant to the appointment letter entered into between Ms. CHUNG and the Company, with subsequent amendments, there is no fixed term of Ms. CHUNG's appointment. Her appointment, however, shall be subject to retirement by rotation and re-election at general meeting of the Company in accordance with the articles of association of the Company. Ms. CHUNG is entitled to a monthly director's fee of HK$10,000 which is determined with reference to her responsibilities, the Company's remuneration policy and the prevailing market conditions.

Save as disclosed above, as confirmed by Ms. CHUNG, there is no further information to be disclosed pursuant to the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules and there are no other matters relating to the appointment of Ms. CHUNG that need to be brought to the attention of the shareholders of the Company.



HARBOUR DIGITAL

Harbour Digital Asset Capital Limited
港灣數字產業資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 913)

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("Meeting") of Harbour Digital Asset Capital Limited (the "Company") will be held at 11:30 a.m. on Thursday, 18 June 2026, at Portion 2, 12/F., The Center, 99 Queen's Road Central, Hong Kong, for the following purposes:

ORDINARY BUSINESS

1. To receive and consider the audited financial statements, and reports of the directors and the auditor for the year ended 31 December 2025.

2. To re-elect retiring directors and to authorise the board of directors to fix the directors' remuneration.

3. To re-appoint auditors and to authorise the board of directors to fix their remuneration.

SPECIAL BUSINESS

4. To consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions of the Company:

   (A) "**THAT:**

   (a) subject to paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase shares of HK$0.001 each in the share capital of the Company on The Stock Exchange of Hong Kong Limited ("Stock Exchange") or on any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange ("Listing Rules") or any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of the issued shares of the Company (the "Shares") to be purchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of the issued Shares (excluding any treasury shares (the "Treasury Shares", which shall have the meaning ascribed to it under the Listing Rules)) as at the date of this Resolution, and the said approval shall be limited accordingly; and

(c) for the purposes of this Resolution, "Relevant Period" means the period from the passing of this Resolution until whichever is the earlier of:

(i) the conclusion of the next Annual General Meeting of the Company;

(ii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting; or

(iii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any applicable law to be held."

(B) "**THAT:**

(a) subject to paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to issue, allot and deal with additional Shares (including any sale or transfer of Treasury Shares out of treasury), and to make or grant offers, agreements and options which would or might require the exercise of such power be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this Resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such power after the end of the Relevant Period;

(c) the total number of Shares (including any sale or transfer of Treasury Shares out of treasury) allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of Shares upon the exercise of rights of subscription or conversion under the terms of any of the warrants or securities which are convertible into Shares; or (iii) an issue of Shares as scrip dividends pursuant to the Articles of Association of the Company from time to time; or (iv) an issue of Shares under any option scheme or similar arrangement for the grant or

issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares, shall not exceed 20% of the total number of the issued Shares (excluding any Treasury Shares) as at the date of this Resolution, and the said approval shall be limited accordingly; and

(d) for the purposes of this Resolution:

"Relevant Period" shall have the same meaning as those ascribed to it under paragraph (c) of the Ordinary Resolution No. 4(A) in the Notice convening this Meeting; and

"Rights Issue" means an offer of Shares, open for a period fixed by the directors to the holders of shares, whose names appear on the Register of Members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory applicable to the Company)."

(C) "**THAT** subject to the passing of the Ordinary Resolutions Nos. 4(A) and 4(B) in the Notice convening this Meeting, the total number of the issued Shares (including any sale or transfer of Treasury Shares out of treasury) which are to be purchased by the Company pursuant to the authority granted to the Directors as mentioned in Resolution No. 4(A) shall be added to the aggregate number of the Shares that may be allotted or agreed to be allotted by the Directors pursuant to Resolution No. 4(B)."

By Order of the Board
SHUM Kit Lan Anita
Executive Director

Hong Kong, 30 April 2026

Notes:

1. A member of the Company entitled to attend and vote at the meeting (or at any adjournment thereof) is entitled to appoint one, or if he is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy and the power of attorney (if any), under which it is signed or a certified copy thereof, must be lodged at the Company's registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the appointed time for holding the above meeting or any adjournment thereof.

3. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish and in such event, the form of proxy shall be deemed to be revoked.

4. The register of members of the Company will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026 (both days inclusive) during which no transfer of Shares may be effected for the purpose of determining the Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all completed share transfer instruments accompanied by the relevant share certificate(s) should be lodged for registration with the Tricor Investor Services Limited, the Company's Hong Kong Share registrar and transfer office, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 12 June 2026. The record date for the purpose of determining the eligibility of the Shareholders to attend and vote at the AGM is therefore Thursday, 18 June 2026.

5. If Typhoon Signal No. 8 or above is hoisted, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the Government of Hong Kong is/are in force in Hong Kong at or at any time after 8:00 a.m. on the date of the AGM, the AGM will be postponed. The Company will publish an announcement on the website of the Company at www.hdca913.com and on the website of the Stock Exchange at www.hkexnews.hk to notify Shareholders of the date, time and venue of the rescheduled meeting.