THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of 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 DT Capital Limited ("**Company**"), you should at once hand this circular and the accompanying proxy form to the purchaser or the transferee or to the bank, licensed securities dealer, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

DT CAPITAL

DT CAPITAL LIMITED
鼎立資本有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 7 to 14 of this circular.

A notice convening the EGM to be held at Room 1602, 16/F., Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 16 July 2026 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A proxy form for use at the EGM is enclosed with this circular. Such proxy form is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk and the website of the Company at www.dt-capitalhk.com.

If you are unable to attend the EGM in person, please complete the accompanying proxy form in accordance with the instructions as indicated thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

All times and dates in this circular refer to Hong Kong local times and dates.

25 June 2026

CONTENTS

DEFINITIONS

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

"Announcement"	the announcement of the Company dated 9 June 2026 in relation to the Share Consolidation and the Change in Board Lot Size
"Articles"	the articles of association of the Company as amended from time to time
"Board"	the board of Directors of the Company
"Business Day"	any day (other than a Saturday or Sunday or public holiday or a day on which a typhoon signal no. 8 or above or black rainstorm signal is hoisted in Hong Kong between 9:00 a.m. and 5:00 p.m.) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"Change in Board Lot Size"	the proposed change in board lot size of the Shares from 30,000 Existing Shares to 5,000 Consolidated Shares
"Company"	DT Capital Limited, a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Stock Exchange (stock code: 356)
"Consolidated Share(s)"	ordinary share(s) of HK$0.15 each in the share capital of the Company after the Share Consolidation becomes effective
"Director(s)"	director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened and held on Thursday, 16 July 2026 to consider and, if thought fit, to approve the Share Consolidation
"Existing Share(s)"	ordinary share(s) of HK$0.01 each in the existing share capital of the Company before the Share Consolidation becoming effective

"General Rules of CCASS"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the HKSCC Operational Procedures
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited
"HKSCC Operational Procedures"	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as amended from time to time
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Latest Practicable Date"	23 June 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
"Memorandum"	the memorandum of association of the Company
"Net Asset Value"	the net asset value of the Company calculated in accordance with the provisions of the Articles
"PRC"	the People's Republic of China, which for the purpose of this circular exclude Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	Existing Share(s) or Consolidated Share(s), as the case may be

"Share Consolidation"	the proposed consolidation of every fifteen (15) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"trading day"	a day when the Stock Exchange is open for dealing business
"%"	per cent.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below. The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Events	Time and Date
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM	4:30 p.m. on Friday, 10 July 2026
Closure of the register of members of the Company (both days inclusive)	Monday, 13 July 2026 to Thursday, 16 July 2026
Latest date and time for lodging the proxy form for the EGM	11:00 a.m. on Tuesday, 14 July 2026
Record date	Thursday, 16 July 2026
Date and time of the EGM	11:00 a.m. on Thursday, 16 July 2026
Publication of announcement on poll results of the EGM	Thursday, 16 July 2026

The following events are conditional on the fulfilment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size as set out in this circular and therefore the dates are tentative only. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation and the Change in Board Lot Size, will remain unchanged even if that day is a severe weather trading day.

Events	Time and Date
Effective date of the Share Consolidation	Monday, 20 July 2026
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Monday, 20 July 2026
Commencement of dealings in Consolidated Shares	9:00 a.m. on Monday, 20 July 2026

EXPECTED TIMETABLE

Events	Time and Date
Original counter for trading in the Existing Shares in board lots of 30,000 Existing Shares (in the form of existing share certificates) temporarily closes.	9:00 a.m. on Monday, 20 July 2026
Temporary counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Monday, 20 July 2026
Effective date of the Change in Board Lot Size.	Monday, 3 August 2026
Original counter for trading in the Consolidated Shares in board lots of 5,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Monday, 3 August 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences	9:00 a.m. on Monday, 3 August 2026
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Monday, 3 August 2026
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Friday, 21 August 2026
Temporary counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Friday, 21 August 2026
Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends	4:10 p.m. on Friday, 21 August 2026

Events	**Time and Date**
Last day and time for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Tuesday, 25 August 2026

All times and dates in this circular refer to Hong Kong local times and dates. The expected timetable set out above is indicative only and may be subject to change. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

DT CAPITAL LIMITED
鼎立資本有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

Executive Directors:
Mr. Leong Chi Wai
Mr. Su Chunxiang

Non-executive Director:
Ms. Chan Pui Kwan *(Chairman)*

Independent non-executive Directors:
Mr. Jochum Siebren Haakma
Mr. Chen Yeung Tak
Mr. Chan Chun Kong

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:
Unit D, 6th Floor
Eton Building
288 Des Voeux Road Central
Hong Kong

25 June 2026

To the Shareholders

Dear Sir or Madam

(1) PROPOSED SHARE CONSOLIDATION;
(2) PROPOSED CHANGE IN BOARD LOT SIZE;
AND
(3) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

References are made to the Announcement in relation to, among other things, the proposed Share Consolidation and Change in Board Lot Size.

The purpose of this circular is to provide you with, among other things, (i) further information on the Share Consolidation and the Change in Board Lot Size, and (ii) the notice of the EGM.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every fifteen (15) Existing Shares in the issued and unissued share capital of the Company be consolidated into one (1) Consolidated Share.

Effects of Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK$40,000,000 divided into 4,000,000,000 Existing Shares of par value of HK$0.01 each, and there are 3,020,980,000 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the date of the EGM, upon the Share Consolidation becoming effective, there will be 201,398,666 Consolidated Shares in issue which are fully paid or credited as fully paid. The authorised share capital of the Company will remain at HK$40,000,000 but will be divided into 266,666,666 Consolidated Shares of HK$0.15 each.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders. The Board believes that the Share Consolidation will not have any material adverse effect on the financial position of the Company.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

(i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;

(ii) the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and

(iii) the compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the Listing Rules to effect the Share Consolidation.

Subject to the fulfilment of the above conditions, the effective date of the Share Consolidation is expected to be on Monday, 20 July 2026, being the second Business Day immediately after the date of the EGM. As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Application for listing of the Consolidated Shares

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and HKSCC Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Other securities of the Company

As at the Latest Practicable Date, the Company does not have any other derivatives, options, warrants, other securities or conversion rights or other similar rights which are convertible or exchangeable into, any Existing Shares or Consolidated Shares, as the case may be.

PROPOSED CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 30,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 30,000 Existing Shares to 5,000 Consolidated Shares subject to and conditional upon the Share Consolidation becoming effective.

Based on the closing price of HK$0.034 per Existing Share (equivalent to the theoretical closing price of HK$0.510 per Consolidated Share) as at the Latest Practicable Date, (i) the market value of each board lot of 30,000 Existing Shares is HK$1,020; (ii) the market value of each board lot of 30,000 Consolidated Shares would be HK$15,300, assuming the Share Consolidation has become effective; and (iii) the estimated market value of each board lot of 5,000 Consolidated Shares would be HK$2,550 on the assumption that the Change in Board Lot Size has also become effective.

For the avoidance of doubt, the proposed Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. If the Share Consolidation does not become effective, the proposed Change in Board Lot Size will not become effective and the Shares will continue to be traded on the Stock Exchange in board lots of 30,000 Existing Shares.

The Change in Board Lot Size will not result in any change in the relative rights of the Shareholders.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement are recommended to consult their licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser and may wish to consider the possibility of buying or selling Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares.

Arrangement on odd lots trading and matching services

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation and the Change in Board Lot Size, the Company has appointed Bonus Eventus Securities Limited as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares, during the period from 9:00 a.m. on Monday, 3 August 2026 to 4:00 p.m. on Friday, 21 August 2026 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Raymond Chow of Bonus Eventus Securities Limited at telephone number: (852) 2327 3277 during office hours (i.e. 9:00 a.m. to 5:00 p.m.) of such period.

Holders of odd lots of the Consolidated Shares should note that successful matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Any Shareholder, who is in any doubt about the odd lots trading arrangement, is recommended to consult his/her/its own professional advisers.

Free exchange of share certificates for the Consolidated Shares

Subject to the Share Consolidation having become effective, Shareholders may during the period from Monday, 20 July 2026 to 4:30 p.m. on Tuesday, 25 August 2026 (both days inclusive) submit existing share certificates for the Existing Shares in blue to the Company's share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in exchange for new share certificates for the Consolidated Shares in pink at the expense of the Company.

Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may be allowed by the Stock Exchange from time to time) by the Shareholders for each share certificate for the Existing Shares cancelled or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Friday, 21 August 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will cease to be valid for delivery, trading and settlement purposes, but will remain good evidence of legal title.

REASONS FOR THE SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01 or HK$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by Hong Kong Exchanges and Clearing Limited (the "**Guide**") has further stated that (i) market price of the shares at a level less than HK$0.10 will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules, and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK$2,000.

As at the Latest Practicable Date, the closing price of an Existing Share of the Company was HK$0.034, with a board lot size of 30,000 Existing Shares, the existing board lot value was only HK$1,020, which was less than HK$2,000. Based on the closing price of HK$0.034 per Existing Share (equivalent to the theoretical closing price of HK$0.510 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the expected market value of each board lot of 5,000 Consolidated Shares, assuming the Share Consolidation and the Change in Board Lot Size have become effective, would be HK$2,550, which is greater than HK$2,000 and therefore complies with the requirement as set out in the Guide.

In view of the recent trading prices of the Shares, the Board considered that the Share Consolidation and the Change in Board Lot Size will enable the Company to comply with the trading requirements under the Listing Rules and reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since many banks/securities houses will charge minimum transaction costs for each securities trade. With a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange, the Board believes that investment in the Consolidated Shares would become more attractive to a broader range of investors, thereby improving the liquidity of the Consolidated Shares and further broadening the shareholder base of the Company.

The Board believes that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group nor result in change in the relative rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may otherwise be entitled.

In view of the above reasons, the Company considers the Share Consolidation and the Change in Board Lot Size are justifiable to achieve the above-mentioned purposes notwithstanding the potential costs and impact arising from creation of odd lots to Shareholders. Taking into account the potential benefits and the insignificant amount of costs to be incurred, the Board is of the view that the Share Consolidation and the Change in Board Lot Size are beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the Latest Practicable Date, save for the completion of the subscription for 285,700,000 new Existing Shares (equivalent to 19,046,666 Consolidated Shares) as disclosed in the announcements of the Company dated 22 May 2026 and 22 June 2026, the Company has no concrete plan to carry out other corporate actions which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next 12 months. While the Company is exploring possible fundraising activities and investment opportunities, no material contract has been entered as at the Latest Practicable Date. The Board cannot rule out the possibility that the Company will conduct debt and/or equity fundraising exercises when suitable fundraising and/or investment opportunities arise in order to support, among others, working capital requirements and future development of the Group. The Company will make further announcement(s) in this regard in accordance with the Listing Rules as and when appropriate.

EGM

A notice convening the EGM to be held at Room 1602, 16/F., Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 16 July 2026 at 11:00 a.m. is set out on pages EGM-1 to EGM-3 of this circular. Resolutions will be proposed at the EGM to approve, among other things, the proposed Share Consolidation.

A proxy form for use at the EGM is enclosed with this circular and such proxy form is also published at the website of the Stock Exchange at www.hkex.com.hk and the Company at www.dt-capitalhk.com. If you are unable to attend the EGM in person, please complete the accompanying proxy form in accordance with the instructions as indicated thereon and deposit the same at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked.

The proposed resolution to be approved at the EGM will be taken by poll and an announcement will be made by the Company after the EGM on the results of the EGM.

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.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 13 July 2026 to Thursday, 16 July 2026, both days inclusive during which period, no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfers of shares accompanied by the relevant share certificates and transfer forms should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable and in any event not later than 4:30 p.m. on Friday, 10 July 2026. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the EGM will be Thursday, 16 July 2026.

RECOMMENDATIONS

The Board considers that the proposed Share Consolidation and the Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommend the Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

GENERAL

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully,
By order of the Board of
DT Capital Limited
Chan Pui Kwan
Chairman

This appendix includes particulars given in compliance with the Listing Rules for the purpose of giving information to the public with regard to the Company.

INFORMATION ON THE INVESTMENT MANAGER

The Company currently does not have an investment manager, investment adviser, distribution Company or alternate custodian.

Custodian

Bank of Communications Trustee Limited at 1/F, Far East Consortium Building, 121 Des Voeux Road Central, Hong Kong was appointed as the custodian (the "**Custodian**") of the Company.

The Directors confirm that none of the Directors, any investment adviser or any distribution company, or any associate of any of those persons, is or will become entitled to receive any part of any brokerage charged to the Company, or any re-allowance of other types on purchases charged to the Company.

SPECIFIC RISKS RELATING TO THE COMPANY

The Company is an investment company and its funds will be invested in listed and unlisted companies in Hong Kong, PRC and other main markets around the world. These investments will be subject to market fluctuations and to the risks inherent in all investments. Investors should also be aware that the Company's income and its Net Asset Value are liable to be adversely affected by external factors beyond the control of the Company. As a result, the Company's operating results and its Net Asset Value may therefore go down as well as go up, subject to the prevailing market conditions.

INVESTMENT OBJECTIVES AND POLICIES

The Company is an investment company incorporated in the Cayman Islands with the primary objective of achieving short to medium term (i.e. less than one year to five years) capital appreciation by investing in listed and unlisted companies in Hong Kong and the PRC. The Company also intends to invest in unlisted companies with the potential to seek a listing on the Hong Kong Stock Exchange and Clearing Limited or any overseas stock exchanges.

A substantial portion of the Company's assets will be invested in equity securities, convertible notes, preference shares and debt securities issued by listed and unlisted companies in Hong Kong and the PRC, or such other types of investments in accordance with the investment objectives and policies and restrictions adopted by the Company from time to time and the requirements of the Memorandum, the Articles and the Listing Rules.

The Board would seek to identify investments where there is a certain degree of synergy with other investee companies and where cooperation between such companies would be of mutual benefit to each other.

The Company's investments are intended to be held for short to medium term capital appreciation. There is no present intention to realise any of such investments in any specific period or by any specific date. Nevertheless, the Directors will from time to time realise investments where they believe the realization would be in the best interests of the Company.

INVESTMENT RESTRICTIONS

Under the Articles and the Listing Rules relating to the listing of investment companies, certain restrictions on investments are imposed on the Company.

The Company will not 1) own or control more than 30% of the voting rights in any one company or body, 2) exceed 20% of the net asset value at the time when such investment is made, 3) buy or sell commodities, commodity contracts or precious metals and 4) invest more than 50% of its assets outside Hong Kong and the PRC.

The Company has to comply with investment restrictions 1 and 2 above at all times, which are set out in the Articles and cannot be changed while it remains listed as an investment company under Chapter 21 of the Listing Rules.

Investment restrictions 3 and 4 cannot be changed for at least 3 years from the date of the Prospectus without the approval of the shareholders of the Company by way of an ordinary resolution, and there has not been any change of the investment policy as set out in the prospectus of the Company dated 27 May 2002.

BORROWING POWER

Pursuant to and in accordance with the Articles, the Company may exercise its borrowing power to borrow up to an aggregate principal amount representing not more than 50% of the latest available Net Asset Value at the time the borrowing is made. The approval of Shareholders at a general meeting is required if the Company is to borrow in excess of 50% of the latest available Net Asset Value at the time the borrowing is made. The Company's assets may be charged or pledged as security for borrowing. Subject to the provisions of the Articles, the Company may from time to time borrow for the purposes of providing liquidity or taking advantage of investment opportunities.

DISTRIBUTION POLICY

Interest, dividends and other income of the Company will be used first to meet expenses. The Board will then assess whether it is reasonable to make provisions for future expenses and/or any possible diminution in value of investments, and will consider the amount of cash which should be retained by the Company for future investments. It is the Board's intention to distribute any excess balance by way of dividend to the extent permitted by law, the Memorandum and the Articles. Dividends will only be declared and paid to the extent that they are covered by the net income received from underlying investments. Distribution will be made annually after the annual accounts of the Company are approved by the Shareholders but interim distribution may be made from time to time to Shareholders if it appears to the Board to be justified by the financial position of the Company and permissible by the Memorandum, the Articles and the applicable laws. Distributions will be made in Hong Kong dollars.

FOREIGN CURRENCY POLICY AND EXCHANGE CONTROL

As at the Latest Practicable Date, the Company did not have investment which denominated in foreign currencies. Accordingly, the Company does not currently expect to be materially exposed to foreign exchange risk. If the Company in future holds investments denominated in currencies other than Hong Kong Dollars, the Company may expose to the risk relating to exchange rate fluctuations. The Company will monitor any such exposure and may consider prudent hedging measures where appropriate.

TAXATION

The taxation of income and capital gains of the Company are subject to the fiscal law and practice of Hong Kong. Prospective investors should consult their own professional advisers on the tax implications of investing, holding or disposing of Shares under the laws of the jurisdiction in which they are liable to taxation.

FEES AND EXPENSES

The Company will pay certain other costs and expenses incurred in its operation, including any fees payable to the Custodian, if any, as well as taxes, expenses for legal, auditing and consulting services, promotional expenses, registration fees and other expenses due to supervisory authorities in various jurisdictions, insurance, interest and brokerage cost and the cost of publishing the Net Asset Value.

INVESTMENT PORTFOLIO

The following are the details of the ten largest investments of the Group as at 31 December 2025, which include all listed investments with a value of more than 5% of the Group's gross assets as at 31 December 2025. Save for the investments disclosed herein, there are no other listed investments and other investments with a value of more than 5% of the Company's gross assets as at 31 December 2025.

Equity securities – Listed in Hong Kong	Place of incorporation	Number of shares held	Proportion of investee's capital owned	Cost	Market Value	Realised gains/ (losses)	Unrealised gains/ (losses)	Dividend income received during the year	Dividend cover	% of total Assets of the Group	Net assets attributable to the Group
				HK$	*HK$*	*HK$*	*HK$*	*HK$*			*HK$*
Ausupreme International Holdings Limited	Cayman Islands	31,500,000	4.13%	8,497,854	10,395,000	142,903	3,633,651	629,600	183.00	15.95%	8,037,337
China Ludao Technology Company Limited	Cayman Islands	2,492,000	Less than 1%	2,419,103	1,993,600	–	(548,240)	–	N/A	3.06%	2,823,447
Gemilang International Limited	Cayman Islands	6,703,250	2.43%	5,195,610	1,876,910	(1,398,385)	1,934,876	–	N/A	2.88%	2,866,413
Goldstone Capital Group Limited	Bermuda	21,500,000	9.06%	16,910,937	8,815,000	–	5,805,000	–	N/A	13.52%	193,500
Harbour Equine Holdings Limited	Cayman Islands	18,362,711	3.74%	7,158,124	2,515,691	(591,332)	(184,333)	–	N/A	3.86%	(206,427)
Hong Kong Exchanges and Clearing Limited	Hong Kong	12,000	Less than 1%	5,077,980	4,891,200	296,104	(104,157)	18,130	2.11	7.50%	555,866
I-Control Holdings Limited	Cayman Islands	31,000,000	2.95%	10,858,268	7,440,000	–	575,989	–	N/A	11.41%	3,468,164
Kwong Man Kee Group Limited	Cayman Islands	29,793,000	4.99%	9,979,864	8,639,970	–	(148,965)	148,965	274.0	13.25%	6,793,857
Swire Pacific Limited	Hong Kong	17,500	Less than 1%	1,144,813	1,097,250	301,127	(98,570)	150,700	0.46	1.68%	1,525,423
Upbest Group Limited	Cayman Islands	14,584,000	Less than 1%	10,612,269	9,917,120	(61,912)	(1,370,320)	223,230	172.67	15.21%	15,402,012

Principal activities of the investee companies

Upbest Group Limited ("Upbest Group") (stock code: 335)

Upbest Group is incorporated in the Cayman Islands and is principally engaged in investment holding. Its subsidiaries are principally engaged in the provision of a wide range of financial services including securities broking, future broking, securities margin financing, money lending, corporate finance advisory, asset management, properties investment and precious metal trading.

The Group holds 14,584,000 (2024: 16,028,000) shares in Upbest Group, representing approximately 0.54% (2024: approximately 0.60%) interest in the issued shares of Upbest Group with a corresponding investment cost of HK$10,612,269 (2024: HK$11,666,389) and derived a dividend income of HK$223,230 (2024: HK$325,760) for the year ended 31 December 2025. Based on the interim report for the six months ended 30 September 2025 (2024: interim report for the six months ended 30 September 2024), the net asset value of Upbest Group was approximately HK$2,832,767,000 (2024: approximately HK$2,765,498,000).

i-Control Holdings Limited ("i-Control") (stock code: 1402)

i-Control is incorporated in the Cayman Islands and is principally engaged in provision of video conferencing and multimedia audio visual solutions and maintenance services.

The Group holds 31,000,000 (2024: 30,230,000) shares in i-Control, representing approximately 2.95% (2024: approximately 2.88%) interest in the issued shares of i-Control with a corresponding investment cost of HK$10,858,268 (2024: HK$10,735,547) for the year ended 31 December 2025. No dividend income was received for the year ended 31 December 2025 and 2024. Based on the interim report for the six months ended 30 September 2025 (2024: interim report for the six months ended 30 September 2024), the net asset value of i-Control was approximately HK$117,526,000 (2024: approximately HK$119,081,000).

Ausupreme International Holdings Limited ("Ausupreme") (stock code: 2031)

Ausupreme is incorporated in the Cayman Islands and is a Hong Kong-based brand builder, retailer and wholesaler of health and personal care products focusing on the development, marketing, sales and distribution of the brand products managed by its group.

The Group holds 31,500,000 (2024: 33,495,000) shares in Ausupreme, representing approximately 4.13% (2024: approximately 4.40%) interest in the issued shares of Ausupreme with a corresponding investment cost of HK$8,497,854 (2024: HK$8,904,436) and derived a dividend income of HK$629,600 (2024: HK$670,500) for the year ended 31 December 2025. Based on the interim report for the six months ended 30 September 2025 (2024: interim report for the six months ended 30 September 2024), the net asset value of Ausupreme was approximately HK$194,427,000 (2024: approximately HK$177,655,000).

Kwong Man Kee Group Limited ("Kwong Man Kee") (stock code: 8023)

Kwong Man Kee is incorporated in the Cayman Islands and is principally engaged in provision of engineering services in flooring, screeding, anti-skid surfacing, specialized texture painting and waterproofing works.

The Group holds 29,793,000 (2024: 29,793,000) shares in Kwong Man Kee, representing approximately 4.99% (2024: approximately 4.99%) interest in the issued shares of Kwong Man Kee with a corresponding investment cost of HK$9,979,864 (2024: HK$9,979,864) and derived a dividend income of HK$148,965 (2024: HK$297,930) for the year ended 31 December 2025. Based on the interim report for the six months ended 30 September 2025 (2024: interim report for the six months ended 30 September 2024), the net asset value of Kwong Man Kee was approximately HK$136,238,354 (2024: approximately HK$132,959,161).

Gemilang International Limited ("Gemilang") (stock code: 6163)

Gemilang is incorporated in the Cayman Islands and is principally engaged in investment holding. Its subsidiaries are principally engaged in design and manufacture of bus bodies and assemble buses.

The Group holds 6,703,250 (2024: 7,525,250) shares in Gemilang, representing approximately 2.43% (2024: approximately 2.99%) interest in the issued shares of Gemilang with a corresponding investment cost of HK$5,195,610 (2024: HK$6,758,627) for the year ended 31 December 2025. No dividend income was received for the year ended 31 December 2025 and 2024. Based on the annual report for the year ended 31 October 2025 (2024: annual report for the year ended 31 October 2024), the net asset value of Gemilang was approximately HK$118,177,493 (2024: approximately HK$108,363,007).

Harbour Equine Holdings Limited ("Harbour Equine") (stock code: 8377)

Harbour Equine is incorporated in the Cayman Islands and is principally engaged in the manufacture and selling of sewing threads and broad categories of garment accessories, provision of interior design, interior decoration and furnishing services, provision of trading of bloodstock, stallion services and equine handling services and provision of advisory on securities, corporate finance and asset management services.

The Group holds 18,362,711 (2024: 19,992,711) shares in Harbour Equine, representing approximately 3.74% (2024: approximately 4.89%) interest in the issued shares of Harbour Equine with a corresponding investment cost of HK$7,158,124 (2024: HK$7,956,824) for the year ended 31 December 2025. No dividend income was received for the year ended 31 December 2025 and 2024. Based on the interim report for the six months ended 30 June 2025 (2024: annual report for the year ended 31 December 2024), the net asset value of Harbour Equine was approximately HK$(5,519,000) (2024: approximately HK$(15,199,000)).

Hong Kong Exchanges and Clearing Limited ("HKEX") (stock code: 388)

HKEX is incorporated in Hong Kong and is principally engaged in stock exchange and futures exchange operation.

The Group holds 12,000 (2024: 8,500) shares in HKEX, representing approximately 0.0009% (2024: approximately 0.0007%) interest in the issued shares of HKEX with a corresponding investment cost of HK$5,077,980 (2024: HK$2,588,423) and derived a dividend income of HK$18,130 (2024: HK$54,461) for the year ended 31 December 2025. Based on the annual report for the year ended 31 December 2025 (2024: annual report for the year ended 31 December 2024), the net asset value of HKEX was approximately HK$58,729,000,000 (2024: approximately HK$54,407,000,000).

Swire Pacific Limited ("Swire Pacific") (stock code: 19)

Swire Pacific is incorporated in the Hong Kong and is principally engaged in property trading and investment.

The Group holds 17,500 (2024: 7,000) shares in Swire Pacific, representing approximately 0.0005% (2024: approximately 0.0002%) interest in the issued shares of Swire Pacific with a corresponding investment cost of HK$1,144,813 (2024: HK$442,143) and derived a dividend income of HK$150,700 (2024: HK$77,250) for the year ended 31 December 2025. Based on the annual report for the year ended 31 December 2025 (2024: annual report for the year ended 31 December 2024), the net asset value of Swire Pacific was approximately HK$316,235,000,000 (2024: approximately HK$318,667,000,000).

Goldstone Capital Group Limited ("Goldstone Capital") (stock code: 1160)

Goldstone Capital is incorporated in the Bermuda and is principally engaged in investments in listed and unlisted enterprises.

The Group holds 21,500,000 (2024: 21,500,000) shares in Goldstone Capital, representing approximately 9.06% (2024: approximately 9.06%) interest in the issued shares of Goldstone Capital with a corresponding investment cost of HK$16,910,937 (2024: HK$16,910,937) for the year ended 31 December 2025. No dividend was received during the years ended 31 December 2025 and 2024. Based on the interim report for the six months ended 30 September 2025 (2024: interim report in the six months ended 30 September 2024), the net asset value of Goldstone Capital was approximately HK$3,971,000 (2024: approximately HK$9,810,000).

China Ludao Technology Company Limited ("China Ludao") (stock code: 2023)

China Ludao Technology Company Limited is incorporated in the Cayman Islands and is principally engaged in the manufacturing and sale of aerosol products for household and auto care, air fresheners, personal care products and insecticides and wholesale of personal care products and production related materials.

The Group holds 2,492,000 (2024: 2,492,000) shares in China Ludao, representing approximately 0.51% (2024: approximately 0.51%) interest in the issued shares of China Ludao with a corresponding investment cost of HK$2,419,103 (2024: HK$2,419,103) for the year ended 31 December 2025. No dividend was received during the years ended 31 December 2025 and 2024. Based on the interim report for the six months ended 30 June 2025 (2024: annual report for the year ended 31 December 2024), the net set value of China Ludao was approximately HK$557,211,580 (2024: approximately HK$474,687,111).

A brief description of the business and financial information of the above listed investee companies based on their published results announcements, annual or interim reports.

The Board believe that the future performance of the Hong Kong listed equities held by the Group is largely affected by economic factors, investor sentiment, demand and supply balance of an investee company's shares and fundamentals of an investee company, such as investee company's news, business fundamental and development, financial performance and prospects. Accordingly, the Directors closely monitor the above factors, particularly the fundamentals of each investee company in the Group's equity portfolio, and proactively adjust the Group's equity portfolio mix in order to improve its performance.

PROVISION FOR DIMINUTION

Given all the existing investments of the Company are primarily financial assets at fair value through profit and loss and debt instruments at fair value through other comprehensive income, there shall be no provision for diminution in value of investments of the Company as at 31 December 2025.

PARTICULARS OF DIRECTORS

Executive Directors

Mr. Su Chunxiang ("Mr. Su")

Mr. Su, aged 38, obtained a Bachelor of Science in Civil Engineering from Northern Alberta Institute of Technology in Canada in 2010 and a degree of Master of Engineering in Software Engineering from Xiamen University in the PRC in 2012. Mr. Su has extensive experience in finance, investment fund management, investment analysis and risk management. He was the founder and the general manager of the risk control department of Kunming Precious Metal Exchange in the PRC and was the marketing director of the trading department of the COFCO Futures Co., Ltd in the PRC. Mr. Su has also obtained the qualifications of Fund Practitioner and Futures Practitioner respectively in the PRC. Mr. Su was the general manager of Shan Qiu Asset Management (Beijing) Co., Ltd ("**Shan Qiu**"), a company established in the PRC and principally engaged in the operation and management of the fund set up by Shan Qiu for third party investors. He was also the investment manager of Binhaitiandi (Tianjin) Cci Capital Ltd ("**Binhaitiandi**"), a company established in the PRC and principally engaged in the operation and management of the fund set up by Binhaitiandi for third party investors. Mr. Su was an executive director of P. B. Group Limited, the shares which listed on the GEM of the Stock Exchange (stock code: 8331) from 9 January 2018 to 23 August 2024.

Mr. Su was appointed as an executive Director on 6 October 2020.

Mr. Leong Chi Wai ("Mr. Leong")

Mr. Leong, aged 50, has over 25 years of experience in corporate finance, asset management, direct investments and property investments and developments. He is also licensed under the Estate Agents Authority. Mr. Leong is a director and Responsible Officer of Hua Yu Investment Management Limited, the investment manager of the Company since March 2009 to 31 October 2019.

Mr. Leong graduated from the University of Hong Kong with a Bachelor degree in Business Administration (Accounting and Finance). He is licensed under the SFO to carry out Type 4 (Advising on Securities), Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) as a representative since 2003 and as a Responsible Officer since May 2008 to present. He was also licensed to carry out Type 1 (Dealing in Securities) from May 2008 to February 2010.

Mr. Leong was appointed as an executive Director on 7 July 2014.

Non-executive Director

Ms. Chan Pui Kwan ("Ms. Chan")

Ms. Chan, aged 60, started her career as a corporate banker. Born in Hong Kong, spent her youth and received education in the Netherlands, Ms. Chan returned to her birthplace and started her career in early 90's. She had worked in several prominent European banks, including Rabobank, ABN AMRO, Fortis and established the European desk for these banks to provide support to European companies expanding into China.

In 2002, Ms. Chan started her own company SINOVA to provide advice and support to investors for both inbound and outbound investments. The company employed over 40 professionals with offices in three countries. In 2010, Dutch based financial group ANT acquired SINOVA and Ms. Chan remained as Chief Executive Officer of SINOVA till September 2012.

She is the founder and Chief Executive Officer of Delta-Think (HK) Ltd, which provides business strategy advisory advices to corporations for business expansion in public and private sectors.

Ms. Chan is active in the community services and holds advisory positions in various institutions. At present, she is a member of the Board of Directors of Hong Kong Science and Technology Parks Corporation. Apart from being a Member of Competition Commission, starting from July 2020, Ms. Chan also became an Advisory Committee Member of Enhancing Self-Reliance Through District Partnership Programme (ESR). She then also became a Member of the Trade and Industry Advisory Board (TIAB) from January 2022. Ms. Chan is also a Member of the Advisory Board of the Dutch Chamber of Commerce from October 2020. She also serves as an Honorary Advisor to Ina Ho Cantonese Opera Research Centre of Hong Kong Metropolitan University.

As recognition of her achievements, Ms. Chan has received numerous awards in China, Hong Kong and the Netherlands, amongst which she was selected as one of "China's 100 Outstanding Female Entrepreneurs" ("中國百名傑出女企業家") in 2010.

Ms. Chan has grown up from a multi-cultural background and speaks several European languages. She graduated from Rotterdam Business School with a bachelor degree in banking and insurance in 1991.

She is licensed under the SFO as a representative of Hua Yu Investment Management Limited to carry out Type 6 (Advising on Corporate Finance) and Type 9 (Asset Management) regulated activities since 2015.

Ms. Chan is currently serving as an independent non-executive director at JBB Builders International Limited since 11 April 2019, the shares of which listed on the Main Board of the Stock Exchange (stock code: 1903).

Ms. Chan was appointed as a Non-executive Director and the Chairman of the Board on 7 July 2014 and 24 October 2014. Ms. Chan is also a director of certain subsidiaries of the Company.

As at the Latest Practicable Date, Ms. Chan holds 100% of the share capital of Fame Image Limited, which in turn owned 50% of the share capital of Sharp Years Limited, which in turn is holding 254,500,000 Shares. By virtue of the SFO, Ms. Chan is deemed to be interested in the 254,500,000 Shares.

Independent non-executive Directors

Mr. Jochum Siebren Haakma ("Mr. Haakma")

Mr. Haakma, aged 76, a lawyer and former career diplomat and an expert in the field of Trade and investment Promotion, was from 1978 assigned to a number of Dutch Embassies abroad (Rome, Lusaka, Bonn), in 1986 as Commercial and Economic Counsellor to The Netherlands Embassy in Jakarta and in 1989 in the private sector as director of the Indonesian Netherlands Association (de facto' Ind.-NL C.O.C) in Jakarta.

From 1993-1997, Mr. Haakma was the Managing Director of the Centre for the Promotion of Imports from Developing Countries (CBI) in Rotterdam, which is an Agency under the Ministry of Foreign Affairs of the Netherlands. In this function he acted as permanent Vice-Chairman of the FORUM of the European Trade Promotion Organisations. He was also member of the European Commission and The International Trade Centre (ITC, UNCTAD/WTO) in Geneva.

In 1995 he followed a post-doctorate course at Harvard Business School.

From 1997 until 2002 he served as Consul-General in Hong Kong/Macao and from 2002 until 2006 as ConsulGeneral in Shanghai. In 2006 he was appointed Managing Director of the Netherlands Foreign Investment Agency (NFIA) under the Ministry of Economic Affairs in The Netherlands, responsible for attracting investments to the Netherlands with an international network of 24 NFIA offices around the world.

In September 2007 he moved to the private sector and was appointed Global Executive Director Business Development of the TMF Group BV in Amsterdam, where he is responsible for the Business Development and Branding of TMF Group on a global scale. TMF Group helps global companies expand and invest seamlessly across international borders. Its expert accountants and legal, HR and payroll professionals are located around the world, helping clients to operate their corporate structures, finance vehicles and investment funds in different geographic locations. With operations in more than 85 countries and with HQ in Amsterdam providing outsourced compliance services, TMF Group is the global expert that understands local needs.

Concurrently he was the Chairman of the Board of the NCH (Netherlands Council for Trade Promotion), Chairman of the Netherlands China Business Council, former Chairman of the China Group of the HFC (Holland Financial Centre) and former President of the Europe Council of NCH. Furthermore, he was the Vice President of the Board of the AmCham Netherlands, former member of the Board of Ambassadors of Hemingway, nonexecutive director with Amesto Global LLC, Chairman of the board of The EU-China Business Association (EUCBA), former member of the International Steering Committee of Nyenrode University, former Advisory Board Member of ChinaLux, and Advisory Member of a number of China related institutions. For many years he wrote a monthly column about cultural differences in the China Times and is former Chief Advisor Public Affairs European Region for Huawei Technologies Co Ltd. in Brussels.

Mr. Haakma is founder and honorary member for life of the Dutch CEO lunch in Shanghai and honorary member for life of the Foreign Correspondents Club (FCC) in Hong Kong.

Mr. Haakma is founder and owner of Haakma Consultancy since 2016.

In 2012 he received an honorary Doctorate Degree of the European University in Barcelona, Spain. Mr. Haakma was speaker at the International Capital Conference (ICC) in Beijing in 2016 to 2019.

Mr. Haakma was appointed as independent non-executive Director on 7 July 2014. Mr. Haakma was also further appointed as members of the audit committee of the Company (the "**Audit Committee**"), remuneration committee of the Company (the "**Remuneration Committee**") and nomination committee of the Company (the "**Nomination Committee**") on 29 July 2014.

Mr. Chen Yeung Tak ("Mr. Chen")

Mr. Chen, aged 41, has over 20 years of experience in auditing, accounting and financial management, treasury, internal control, corporate governance and company secretarial matters. He graduated from The Hong Kong Polytechnic University with a Bachelor of Arts in Accountancy in December 2006. He is a member and a fellow of the Hong Kong Institute of Certified Public Accountants ("**CPA**"). He is also a CPA (Practising) registered in the Accounting and Financial Reporting Council.

Mr. Chen worked in international accounting firms and Blue River Holdings Limited as an accounting manager (formerly known as PYI Corporation limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 498)). From December 2017 to November 2021, Mr. Chen served as an independent nonexecutive director of AV Promotions Holdings Limited, the shares of which are listed on the GEM of the Stock Exchange (stock code: 8419). From January 2018 to February 2025, Mr. Chen served as an independent nonexecutive director of Gain Plus Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 9900). Mr. Chen is currently the company secretary of Hin Sang Group (International) Holding Co. Ltd., the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6893) and the company secretary of AI Energy Engineering Holdings Limited (formerly known as Kingland Group Holdings Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1751). He also served as an executive director of AI Energy Engineering Holdings Limited from May 2020 to June 2022.

Mr. Chen is an independent non-executive director of the following companies respectively: Prosperity Group International Limited (formerly known as Kingbo Strike Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1421); and WEIli Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 2372). Mr. Chen also has an appointment of an independent director of Onion Global Limited, a company formerly listed on New York Stock Exchange (ticker: OG) and currently listed on U.S. OTC Markets (ticker: OGBLY) and Etoiles Capital Group Company Limited, a company listed on Nasdaq (ticker: EFTY).

Mr. Chen was appointed as an independent non-executive Director, the chairman of the Audit Committee and Remuneration Committee respectively and a member of the Nomination Committee on 19 July 2019.

Mr. Chan Chun Kong ("Mr. Chan")

Mr. Chan, aged 43, has over 18 years of experience in financial advisory, asset and wealth management fields. Mr. Chan has worked for various reputable wealth management companies in Hong Kong and is currently the deputy general manager and responsible officer of a wealth management and insurance brokerage in Hong Kong. In his current role, he oversees overall business strategy, sales management and operations, leads a team of consultants and support staff, and develops and maintains long-term client relationships, including expanding insurer and product panels and enhancing digital workflows to streamline business processes. Mr. Chan obtained a Bachelor of Social Sciences degree in Counselling and Psychology from Hong Kong Shue Yan University in October 2011.

Mr. Chan was appointed as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee on 2 March 2026.

BUSINESS ADDRESS OF THE DIRECTORS

The business address of the Directors is the same as the Company's head office and principal place of business in Hong Kong at Unit D, 6th Floor, Eton Building, 288 Des Voeux Road Central, Hong Kong.

DT CAPITAL LIMITED
鼎立資本有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 356)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the "**EGM**") of DT Capital Limited (the "**Company**") will be held at Room 1602, 16/F., Park Commercial Centre, 180 Tung Lo Wan Road, Causeway Bay, Hong Kong on Thursday, 16 July 2026 at 11:00 a.m. for the purpose of transacting the following business:

ORDINARY RESOLUTION

As ordinary business, consider and, if thought fit, pass the following ordinary resolution with or without amendments:

1. "**THAT** subject to the satisfaction of the conditions set out in the Letter from the Board under the heading "Conditions of the Share Consolidation" in the circular of the Company dated 25 June 2026, with effect from the second business day immediately following the date on which this resolution is passed:

   (a) every fifteen (15) issued and unissued ordinary shares of the Company of a par value of HK$0.01 each (the "**Existing Share(s)**") in the share capital of the Company be consolidated into one (1) ordinary share with a par value of HK$0.15 each (each a "**Consolidated Share**") (the "**Share Consolidation**"), and such Consolidated Shares shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions contained in the memorandum of association and articles of association of the Company;

   (b) all fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company in such manner and on such terms as the directors of the Company (the "**Directors**") may think fit;

(c) immediately following the Share Consolidation, the authorised share capital of the Company be changed from HK$40,000,000 divided into 4,000,000,000 Existing Shares to HK$40,000,000 divided into 266,666,666 Consolidated Shares; and

(d) any one of the Directors be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of implementing and giving effect to or in connection with the Share Consolidation."

By order of the board of Directors of
DT Capital Limited
Chan Pui Kwan
Chairman

Hong Kong, 25 June 2026

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:
Unit D, 6th Floor
Eton Building
288 Des Voeux Road Central
Hong Kong

Notes:

1. All resolutions at the EGM will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.

2. A member entitled to attend and vote at the EGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the EGM to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.

3. In order to be valid, the proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the Company's branch share registrar and transfer office 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 time for holding the EGM (i.e. 11:00 a.m. (Hong Kong Time) on Tuesday, 14 July 2026) or any adjournment thereof. Completion and return of a proxy form will not preclude a shareholder of the Company from attending in person and voting at the EGM or any adjournment thereof, should he/she/it so wish and in such event, the proxy form shall be deemed to be revoked.

4. In the case of joint holders of shares, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders are present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

5. Delivery of a proxy form shall not preclude a member from attending and voting in person at the EGM and in such event, the proxy form shall be deemed to be revoked.

6. For the purpose of ascertaining shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Monday, 13 July 2026 to Thursday, 16 July 2026 (both days inclusive), during which period no transfers of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates, have to be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Friday, 10 July 2026. The record date for determining the entitlement of the shareholders of the Company to attend and vote at the EGM will be Thursday, 16 July 2026.

7. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or "extreme conditions" announced by the Hong Kong Government is in force at or at any time after 9:00 a.m. on the date of the EGM, the EGM will be adjourned. The Hong Kong Government may issue an announcement on "extreme conditions" in the event of, for example, widespread serious obstruction of public transport services, extensive flooding, major landslides or large-scale power outage as a result of a super typhoon or other natural disaster of a substantial scale. The Company will post an announcement on the website of the Stock Exchange at www.hkex.com.hk and the website of the Company at www.dt-capitalhk.com. and to notify shareholders of the date, time and place of the adjourned meeting. The EGM will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situations.

8. In the case of any inconsistency between the Chinese translation and the English text hereof, the English text shall prevail.