

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Dynasty Digital Holdings Limited
時代數字控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock code: 451)

**PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL
AND PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS
AND THE ADOPTION OF THE NEW BYE-LAWS**

This announcement is made by Dynasty Digital Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The existing authorised share capital of the Company is HK\$250,000,000 divided into 3,000,000,000 shares of par value one-twelfth (1/12) of a Hong Kong dollar (or HK\$0.083) each (the “**Shares**”). As at the date of this announcement, 1,773,062,926 Shares are in issue and 1,226,937,074 Shares are authorised but unissued.

In order to accommodate the growth of the Group and to provide the Company with greater flexibility to raise funds in the future, the board (the “**Board**”) of directors of the Company (the “**Directors**”) proposes to increase the authorised share capital of the Company to HK\$500,000,000 divided into 6,000,000,000 Shares by creating an additional 3,000,000,000 unissued Shares (the “**Increase in Authorised Share Capital**”). Such additional Shares, upon issue and credited as fully paid up, shall rank pari passu in all respects with the existing Shares. The Board believes the Increase in Authorised Share Capital is in the interests of the Company and the shareholders of the Company (the “**Shareholders**”) as a whole.

The Increase in Authorised Share Capital is subject to the approval of the Shareholders by way of an ordinary resolution at the forthcoming special general meeting of the Company (the “**SGM**”). An ordinary resolution will be proposed at the SGM for the Shareholders to consider, and if appropriate, approve the Increase in Authorised Share Capital.

PROPOSED AMENDMENTS TO THE EXISTING BYE-LAWS AND THE ADOPTION OF THE NEW BYE-LAWS

The Board further proposes to amend the existing bye-laws of the Company (the “**Existing Bye-laws**”) for the purposes of (i) providing flexibility to the Company to purchase or acquire Shares to be held as treasury shares; (ii) aligning with the latest regulatory requirements in relation to the further expansion of the paperless listing regime; (iii) aligning with the Listing Rules amendments in relation to the uncertificated securities market regime; and (iv) incorporating other consequential and housekeeping changes (such proposed amendments to the Existing Bye-laws are collectively referred to as the “**Proposed Amendments**”).

In view of the number of the Proposed Amendments, the Board proposes to adopt a new set of bye-laws of the Company (the “**New Bye-laws**”) in substitution for, and to the exclusion of, the Existing Bye-laws.

The Proposed Amendments and adoption of the New Bye-laws are subject to the approval of the Shareholders by way of a special resolution at the forthcoming SGM. A special resolution will be proposed at the SGM for the Shareholders to consider, and if appropriate, approve the Proposed Amendments and the proposed adoption of the New Bye-laws.

A circular containing, among other things, further details of the Increase in Authorised Share Capital and the Proposed Amendments, together with the notice convening the SGM will be despatched by the Company to the Shareholders in due course.

By order of the Board
Dynasty Digital Holdings Limited
時代數字控股有限公司
Zhu Gongshan
Chairman

Hong Kong, 22 October 2026

As at the date of this announcement, the Board comprises Mr. Zhu Gongshan (Chairman), Mr. Zhu Yufeng and Mr. Huang Wei as executive Directors of the Company; Ms. Sun Wei, Mr. Yeung Man Chung, Charles and Mr. Fang Jiancai as non-executive Directors of the Company; and Mr. Nie Wenhua, Mr. Hu Guowen and Ms. Zhao Limei as independent non-executive Directors of the Company.