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

(Incorporated in Bermuda with limited liability)

(Stock code: 451)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the "**SGM**") of Dynasty Digital Holdings Limited 時代數字控股有限公司(the "**Company**") will be held at Room 3302, 33/F, West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Thursday, 10 December 2026 at 11 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve, if thought fit, the following resolution:

"**THAT**

(a) the 2026 Ethiopia 80MW Intelligent Computing Integration Project Operation Services Agreement (a copy of which is tabled before the meeting marked "A" and initialled by the Chairperson of the meeting for identification purpose), details of which are more particularly described in the circular of the Company dated 20 November 2026 (the "**Circular**"), be and is hereby approved, ratified and confirmed;

(b) the proposed annual caps for the service fees payable under the 2026 Ethiopia 80MW Intelligent Computing Integration Project Operation Services Agreement, as set out in the Circular, be and are hereby approved, ratified and confirmed; and

(c) any one Director be and is hereby authorised for and on behalf of the Company to execute, and where required, to affix the common seal of the Company to, any documents, instruments or agreements, and to do any acts and things deemed by him or her to be necessary, expedient or appropriate in order to give effect to and implement the transactions contemplated under the 2026 Ethiopia 80MW Intelligent Computing Integration Project Operation Services Agreement (including the proposed annual caps thereunder)."

2. To consider and approve, if thought fit, the following resolution:

"**THAT**

(a) the 2026 Ethiopia Intelligent Computing Integration Project Construction Management Services Agreement (a copy of which is tabled before the meeting marked "B" and initialled by the Chairperson of the meeting for identification purpose), details of which are more particularly described in the Circular, be and is hereby approved, ratified and confirmed; and

(b) any one Director be and is hereby authorised for and on behalf of the Company to execute, and where required, to affix the common seal of the Company to, any documents, instruments or agreements, and to do any acts and things deemed by him or her to be necessary, expedient or appropriate in order to give effect to and implement the transactions contemplated under the 2026 Ethiopia Intelligent Computing Integration Project Construction Management Services Agreement."

3. To consider as special business and, if thought fit, pass the following resolution:

"**THAT**

(a) the authorised share capital of the Company be increased from (i) HK$250,000,000 divided into 3,000,000,000 shares of par value one-twelfth (1/12) of a Hong Kong dollar (or HK0.08\dot{3}$) each to (ii) HK$500,000,000 divided into 6,000,000,000 shares of par value one-twelfth (1/12) of a Hong Kong dollar (or HK0.08\dot{3}$) each, by creating an additional 3,000,000,000 shares of par value one-twelfth (1/12) of a Hong Kong dollar (or HK0.08\dot{3}$) each (the "**Increase in Authorised Share Capital**"), so that following the Increase in Authorised Share Capital, the authorised share capital of the Company shall become HK$500,000,000 divided into 6,000,000,000 shares of par value one-twelfth (1/12) of a Hong Kong dollar (or HK0.08\dot{3}$) each, and each such new share, upon issue and fully paid, shall rank pari passu in all respects with the existing issued shares and have the rights and privileges and be subject to the provisions contained in the memorandum of association and the Bye-laws of the Company; and

(b) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts and things (including, without limitation, signing, agreeing, ratifying and/or executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) and take all such steps as the Director in his or her opinion or discretion may consider necessary, appropriate, desirable or expedient to implement or give effect to the Increase in Authorised Share Capital, and all other matters incidental thereto or in connection therewith, and to agree to and make such variation, amendment or waiver of matters relating thereto or in connection therewith."

SPECIAL RESOLUTION

4. To consider as special business and, if thought fit, pass the following resolution as a special resolution:

"**THAT**

(a) the proposed amendments to the existing Bye-laws of the Company (the "**Proposed Amendments**"), details of which are set out in Appendix III to the circular of the Company dated 20 November 2026, be and are hereby approved;

(b) the new Bye-laws (the "**New Bye-laws**"), incorporating all the Proposed Amendments, in the form of the printed document produced at the SGM, marked "C" and signed by the Chairman of the SGM for identification purpose, be and is hereby adopted, confirmed and approved as the bye-laws of the Company in substitution for and to the exclusion of the existing Bye-laws of the Company; and

(c) any Director of the Company be and is hereby authorised to do all things necessary to effect and record the adoption of the New Bye-laws."

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

Hong Kong, 20 November 2026

Notes:

1. Any member entitled to attend and vote at the SGM is entitled to appoint another person as his/her proxy to attend and vote on his/her behalf. A member who is the holder of two or more shares of the Company may appoint more than one proxy to attend on the same occasion. A proxy need not be a member of the Company. For the avoidance of doubt, any treasury shares held by the Company (if any) shall not be entitled to vote at the Company's general meeting.

2. In order to be valid, proxy forms in prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority should be deposited to the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as practicable, but in any event not less than 48 hours before the time fixed for holding the SGM or any adjournment or postponement thereof (as the case may be).

3. Completion and delivery of the proxy form will not preclude members from attending and voting in person at the SGM or any adjourned or postponed meeting thereof (as the case may be) should they so wish, and in such event, the proxy form shall be deemed to be revoked. Shareholders may appoint the chairman of the SGM as their proxy to vote on the resolutions, instead of attending the SGM in person. The form of proxy can be downloaded from the website of the Company at www.gcldynastydigital.com or HKEXnews at www.hkexnews.hk.

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

5. The register of members of the Company will be closed from Monday, 7 December 2026 to Thursday, 10 December 2026, both days inclusive, during which period no transfer of shares will be effected and for the purpose of determining the identity of members who are entitled to attend and vote at the SGM to be held on Thursday, 10 December 2026 at 11 a.m.. In order to be eligible to attend and vote at the SGM, all completed share transfer documents must 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, no later than 4:30 p.m. on 4 December 2026.

6. Pursuant to Rule 13.39(4) of the Listing Rules, resolutions will be put to vote at the SGM by way of poll.

7. If Typhoon Signal No. 8 or above, or "extreme conditions" is caused by super typhoon is announced by the Government of Hong Kong, or a "black" rainstorm warning is in effect any time after 8:00 a.m. on the date of the SGM, the SGM will be postponed or adjourned in accordance with the Bye-laws. Shareholders may visit the website of the Company at www.gcldynastydigital.com for details of the postponement and alternative meeting arrangement.

As at the date of this notice, 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.