

*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.*



**WALNUT CAPITAL LIMITED**

**胡桃資本有限公司**

*(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)*

**(Stock Code: 905)**

## **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “SGM”) of Walnut Capital Limited (the “Company”) will be held at Creative lab, 24F, Office Plus, 303 Hennessy Road, Wan Chai, Hong Kong on Thursday, 5 March 2026 at 11:00 a.m., for the following purposes:

### **ORDINARY RESOLUTIONS**

**1. “THAT:**

the acquisition of an aggregate of 5,246,465.432 USDT at the consideration of USD5,255,099.97 in the period between 11 December 2024 to 18 December 2024 in the open market from independent third parties be and is hereby approved, confirmed and ratified.”

**2. “THAT:**

the disposal of an aggregate of 4,374,946.54 USDT at the consideration of 4,374,946.54 USDT in the period between 17 January 2025 to 11 March 2025 in the open market to independent third parties be and is hereby approved, confirmed and ratified.”

By Order of the Board  
**Walnut Capital Limited**  
**Mung Kin Keung**  
*Co-chairman*

Hong Kong, 6 February 2026

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*

Unit 25C, TML Tower  
3 Hoi Shing Road  
Tsuen Wan, New Territories  
Hong Kong

*Notes:*

1. A member of the Company entitled to attend and vote at the SGM convened by this notice is entitled to appoint one or, if he/she/it is the holder of two or more shares (“**Shares**”) of the Company, more than one proxy to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her/its behalf. A proxy need not be a member of the Company, but must be present in person at the SGM to represent the member.
2. In the case of joint holders of Shares, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), seniority being determined by the order in which names stand in the register of members of the Company.

3. The register of members of the Company will be closed from Monday, 2 March 2026 to Thursday, 5 March 2026, both days inclusive, in order to determine the entitlement to attend the SGM. The record date for attendance and voting at the SGM is Thursday, 5 March 2026. In order to qualify for attending and voting at the SGM, all transfers accompanied by the relevant share certificates 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 Friday, 27 February 2026.
4. In order to be valid, the form of proxy of the Company together with original or certified copy of the power of attorney or other authority (if any) under which it is signed 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 not less than 48 hours before the time for holding the SGM (i.e. Tuesday, 3 March 2026 at 11:00 a.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish. In such event, the form of proxy previously submitted shall be deemed to be revoked.
5. No gifts and beverages will be provided to attendees at the meeting.
6. As at the date of this notice, the board of directors (the "**Director(s)**") of the Company comprises two executive Directors, namely Mr. Mung Kin Keung (Co-chairman) and Mr. Mung Bun Man, Alan; one non-executive Director, namely Mr. Mung Hon Ting, Jackie (Co-chairman); and three independent non-executive Directors, namely Mr. Fung Wai Ching, Mr. Chung Wang Hei and Ms. Cheng Hiu Ching.