

*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.*



## **DL HOLDINGS GROUP LIMITED**

**德林控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1709)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 11 SEPTEMBER 2023**

The Board is pleased to announce that all the Proposed Resolutions as set out in the AGM Notice were duly passed by the Shareholders by way of poll at the 2023 AGM.

#### **POLL RESULTS OF THE ANNUAL GENERAL MEETING**

The board (the “**Board**”) of directors (the “**Directors**”) of DL Holdings Group Limited (the “**Company**”) is pleased to announce that all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the notice (the “**AGM Notice**”) of the annual general meeting of the Company dated 27 July 2023 were duly passed by the holders (the “**Shareholders**”) of the Company’s ordinary shares (the “**Shares**”) by way of poll at the annual general meeting of the Company held on Monday, 11 September 2023 (the “**2023 AGM**”). Due to bad weather, the 2023 AGM originally scheduled to be held on Friday, 8 September 2023 was postponed to Monday, 11 September 2023 at the same time and venue in accordance with the AGM Notice.

As at the date of the 2023 AGM, there were 1,453,956,350 issued Shares which were the total number of Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2023 AGM. There was no Share entitling the Shareholders to attend but abstain from voting in favour of any of the Proposed Resolutions at the 2023 AGM as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited. There was no Share that was actually voted but excluded from calculating the poll results of the Proposed Resolutions.

None of the Shareholders was required under the Listing Rules to abstain from voting on any of the Proposed Resolutions at the 2023 AGM. None of the Shareholders has stated in the Company's circular dated 27 July 2023 his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2023 AGM.

Boardroom Share Registrars (HK) Limited, the Hong Kong branch share registrar and transfer office of the Company, was appointed and acted as the scrutineer for the vote-taking at the 2023 AGM.

Pursuant to Rule 13.39(5) of the Listing Rules, the poll results in respect of all the Proposed Resolutions put to the vote at the 2023 AGM are set out as follows:

Ordinary resolutions		Number of votes (%) <sup>(Note 1)</sup>	
		For	Against
1.	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the Directors and auditors of the Company for the year ended 31 March 2023	823,051,482 (100%)	0 (0%)
2.	To declare a final dividend of HK\$0.0103 per share of the Company for the year ended 31 March 2023	823,051,482 (100%)	0 (0%)
3.	(a) To re-elect Mr. Chen Ningdi as an executive Director	823,051,482 (100%)	0 (0%)
	(b) To re-elect Ms. He Zhiying as an executive Director	823,051,482 (100%)	0 (0%)
	(c) To re-elect Mr. Chan Kwan as a non-executive Director	823,051,482 (100%)	0 (0%)
	(d) To re-elect Mr. Chang Eric Jackson as an independent non-executive Director	823,051,482 (100%)	0 (0%)
	(e) To re-elect Mr. Chen Cheng-Lien as an independent non-executive Director	823,051,482 (100%)	0 (0%)
	(f) To authorize the Board to fix the remuneration of each of the Directors	823,051,482 (100%)	0 (0%)
4.	To re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and to authorise the Board to fix their remuneration	823,051,482 (100%)	0 (0%)

Ordinary resolutions		Number of votes (%) <sup>(Note 1)</sup>	
		For	Against
5.	To grant a general and unconditional mandate to the Directors to allot, issue or otherwise deal with additional (i) Shares; (ii) securities convertible into Shares; or (iii) options, warrants or similar rights to subscribe for any Shares or such convertible securities not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (Ordinary resolution number 5 of the AGM Notice) <sup>(Note 2)</sup>	823,051,482 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to purchase the Shares up to 10% of the number of issued Shares as at the date of passing such resolution (Ordinary resolution number 6 of the AGM Notice) <sup>(Note 2)</sup>	823,051,482 (100%)	0 (0%)
7.	Conditional upon resolutions numbered 5 and 6 above being passed, to add the number of the Shares repurchased by the Company to the general mandate granted to the Directors under resolution number 5 (Ordinary resolution number 7 of the AGM Notice) <sup>(Note 2)</sup>	823,051,482 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of each of the above resolutions, all of them were duly passed as ordinary resolutions.			

Special resolution		Number of votes (%) <sup>(Note 1)</sup>	
		For	Against
8.	To approve the proposed amendments to the existing amended and restated memorandum of association and the existing articles of association of the Company and the adoption of the second amended and restated memorandum of association and the amended and restated articles of association of the Company (Special resolution number 8 of the AGM Notice) <sup>(Note 2)</sup>	823,051,482 (100%)	0 (0%)
As not less than 75% of the votes were cast in favour of the above resolution number 8, the resolution was duly passed as a special resolution.			

*Notes:*

1. The number of votes and the percentage of total votes as stated above are based on the total number of issued Shares held by the Shareholders who attended and voted at the 2023 AGM in person, by authorised representatives or by proxy.
2. For the full text of the Proposed Resolutions, please refer to the AGM Notice.

Mr. Chen Ningdi, Mr. Lang Joseph Shie Jay, Mr. Ai Kuiyu, Ms. He Zhiying, Mr. Chan Kwan, Mr. Chan Kwun Wah Derek, Mr. Chang Eric Jackson and Mr. Liu Chun attended the 2023 AGM. Mr. Chen Cheng-Lien was unable to attend due to other business engagements.

By order of the Board of  
**DL Holdings Group Limited**  
**Chen Ningdi**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 11 September 2023

*As at the date of this announcement, the executive Directors are Mr. Chen Ningdi, Mr. Lang Joseph Shie Jay, Mr. Ai Kuiyu and Ms. He Zhiying; the non-executive Directors are Mr. Chan Kwan and Mr. Chan Kwun Wah Derek; and the independent non-executive Directors are Mr. Chang Eric Jackson, Mr. Chen Cheng-Lien (also known as Chen Cheng-Lang and Chen Stanley) and Mr. Liu Chun.*