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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)

VOLUNTARY ANNOUNCEMENT AMENDMENTS TO THE RULES OF THE SHARE AWARD SCHEME AND SHARE OPTION SCHEME

This announcement is made voluntarily by DL Holdings Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) to inform the shareholders of the Company about the latest information of the share award scheme and share option scheme of the Company.

References are made to the announcements of the Company dated 8 September 2020 and 15 September 2020 in relation to the adoption of the share award scheme (the “**Share Award Scheme**”) (collectively, the “**Announcements**”). Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the Announcements.

AMENDMENTS TO THE RULES OF THE SHARE AWARD SCHEME AND THE SHARE OPTION SCHEME

On 8 September 2020, the Company adopted the Share Award Scheme under which Awarded Shares may be awarded to the Selected Participants. The purposes of the Share Award Scheme are (i) to recognise the contributions by Participants and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

Pursuant to the terms of the Share Award Scheme, the Share Award Scheme may be amended in any respect by a resolution of the Board provided that no such amendment shall operate to affect materially and adversely any subsisting rights of any Selected Participant in respect of his Awarded Shares which remain unvested.

Pursuant to the passing of resolution by the then Shareholders, the Company adopted the share option scheme on 22 September 2015 (the “**Share Option Scheme**”). The purpose of the Share Option Scheme is to enable the Company to grant options to eligible participants under the Share Option Scheme as incentive or reward for their contribution to the Group to subscribe for the Shares thereby linking their interest with that of the Group.

Pursuant to the terms of the Share Option Scheme, the Share Option Scheme may be altered from time to time in any respect by a resolution of the Board provided that no alteration shall be operate to affect adversely the terms of issue of any share options granted or agreed to be granted prior to such alteration.

On 6 August 2024, the Board passed a resolution to amend the terms of the Share Award Scheme and Share Option Scheme to the effect that the Company may satisfy the grants of the share awards under the Share Award Scheme and the share options under the Share Option Scheme using treasury shares of the Company at the Board’s discretion.

Save for the above amendments and other minor tidying up and housekeeping amendments, all other terms of the Share Award Scheme and Share Option Scheme remain unchanged.

REASONS FOR AND BENEFITS OF THE AMENDMENTS TO THE RULES OF THE SHARE AWARD SCHEME AND SHARE OPTION SCHEME

In April 2024, the Stock Exchange published its consultation conclusions on the proposed amendments to the Listing Rules to remove the requirement to cancel repurchased shares and to adopt a framework in the Listing Rules to govern the resale of treasury shares, which came into effect from 11 June 2024. In this connection, the Board considered the amendments to the rules of the Share Award Scheme and Share Option Scheme to make use of treasury shares to satisfy share grants would enable the Company to bring the Scheme Award Scheme and Share Option Scheme in line with the new treasury share regime under the Listing Rules and provide greater flexibility in administering the Share Award Scheme and Share Option Scheme.

By Order of the Board

DL Holdings Group Limited

Chen Ningdi

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 6 August 2024

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, Mr. Chan Kwun Wah Derek and Mr. Wang Yiding; and the independent non-executive Directors are Mr. Chang Eric Jackson, Mr. Chen Cheng-Lien (also known as Chen Cheng-Lang and Chen Stanley), Mr. Liu Chun and Mr. Li Xiaoxiao.