

*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)**

### **RETIREMENT OF AUDITOR AND WITHDRAWAL OF RESOLUTION AT THE ANNUAL GENERAL MEETING**

Reference is made to the circular of DL Holdings Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) dated 31 July 2024, which includes a notice of the annual general meeting dated 31 July 2024 (the “**Notice**”) in relation to the forthcoming annual general meeting of the Company (the “**2024 AGM**”) to be held at 11:00 a.m. on 13 September 2024.

This announcement is made by the Company pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

#### **RETIREMENT OF AUDITOR**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that Grant Thornton Hong Kong Limited (“**Grant Thornton**”), after discussion with the Company regarding its reappointment (including its audit fees), decided not to offer itself for reappointment as the auditor of the Company (the “**Auditor**”) at the 2024 AGM and will retire as Auditor upon expiration of its current term of office at the conclusion of the 2024 AGM (the “**Retirement of Auditor**”). Considering a number of factors, including but not limited to the audit fees of Grant Thornton and the length of Grant Thornton’s tenure as Auditor since 14 February 2020, the Board is of the view that a change of Auditor would enhance the cost effectiveness, independence and objectivity of the external audit on the Company and would be in the best interest of the Company and its shareholders (the “**Shareholders**”) as a whole. The Board also considers that a rotation of auditor after an appropriate period is a good corporate governance practice.

Grant Thornton has confirmed that save for the aforementioned audit fee and length of tenure, there are no circumstances connected with its retirement which it considers should be brought to the attention of the Shareholders. The Board and the audit committee of the Company have confirmed that there is no disagreement between the Company and Grant Thornton, and there are no other matters in relation to the Retirement of Auditor that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to express its sincere gratitude to Grant Thornton for its professional services and support rendered to the Group in the past years.

The Board is in the process of identifying a suitable Auditor to fill the vacancy following the Retirement of Auditor. Further announcement in relation to the appointment of new Auditor will be made by the Company as soon as practicable.

## **WITHDRAWAL OF RESOLUTION AT THE ANNUAL GENERAL MEETING**

Pursuant to the agenda of the Notice, ordinary resolution numbered 4 (“**Resolution (4)**”) proposed to re-appoint Grant Thornton as the Auditor and to authorise the Board to fix its remuneration. Considering the Retirement of Auditor, the Board announces that it decided to withdraw Resolution (4) from the agenda of the 2024 AGM.

The withdrawal of Resolution (4) does not affect the validity of the Notice, the proxy form or any proxy votes already submitted in respect of the remaining resolutions to be proposed at the 2024 AGM. The numbering of all other proposed resolutions at the 2024 AGM remains unchanged.

Arrangements for the 2024 AGM are unchanged from those previously notified.

By order of the Board  
**DL Holdings Group Limited**  
**Chen Ningdi**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 12 September 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.*