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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING AND THE EXTRAORDINARY GENERAL MEETING HELD ON 13 SEPTEMBER 2024

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 2024 AGM.

The Board further announces that the EGM Resolution as set out in the EGM Notice was duly passed by the Shareholders by way of poll at the EGM.

References are made to (i) the circular (the “**AGM Circular**”) and the notice (the “**AGM Notice**”) of the annual general meeting (the “**2024 AGM**”) of DL Holdings Group Limited (the “**Company**”) dated 31 July 2024; (ii) the circular (the “**EGM Circular**”, together with the AGM Circular, the “**Circulars**”) and the notice (the “**EGM Notice**”) of the extraordinary general meeting (the “**EGM**”) of the Company dated 7 August 2024; and (iii) the announcement of the Company dated 12 September 2024 in relation to the retirement of auditor of the Company and withdrawal of the resolution at the 2024 AGM. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circulars.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the ordinary resolutions as set out in the AGM Notice and proposed at the 2024 AGM (the “**Proposed Resolutions**”) were duly passed by the holders (the “**Shareholders**”) of the Company’s ordinary shares (the “**Shares**”) by way of poll at the 2024 AGM held on Friday, 13 September 2024.

As at the date of the 2024 AGM, there were 1,518,326,350 issued Shares which were the total number of Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2024 AGM. There were no Shares entitling the Shareholders to attend but abstain from voting in favour of any of the Proposed Resolutions at the 2024 AGM as set out in Rule 13.40 of the Listing Rules. There were no Shares 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 2024 AGM. None of the Shareholders has stated in the AGM Circular his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2024 AGM.

The Company did not have any treasury Shares or any repurchased Shares pending cancellation as at the date of the 2024 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 2024 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 2024 AGM are set out as follows:

Ordinary resolutions		Number of votes (approximate %) ^(Note 1)	
		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 auditor of the Company for the year ended 31 March 2024	837,712,163 (100%)	0 (-%)
2.	To declare a final dividend of HK\$1.98 cents per share of the Company for the year ended 31 March 2024	837,712,163 (100%)	0 (-%)
3.	(a) To re-elect Mr. Lang Joseph Shie Jay as an executive director of the Company	837,712,163 (100%)	0 (-%)
	(b) To re-elect Mr. Ai Kuiyu as an executive director of the Company	837,712,163 (100%)	0 (-%)
	(c) To re-elect Mr. Wang Yiding as a non-executive director of the Company	837,712,163 (100%)	0 (-%)
	(d) To re-elect Mr. Liu Chun as an independent non-executive director of the Company	837,711,163 (100%)	1,000 (0%)
	(e) To re-elect Mr. Li Xiaoxiao as an independent non-executive director of the Company	837,712,163 (100%)	0 (-%)
	(f) To authorise the Board to fix the remuneration of each of the Directors	837,712,163 (100%)	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	Withdrawn <i>(Note 2)</i>	Withdrawn <i>(Note 2)</i>

Ordinary resolutions		Number of votes (approximate %) ^(Note 1)	
		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 (excluding treasury shares, if any) as at the date of passing such resolution (Ordinary resolution number 5 of the AGM Notice) ^(Note 3)	837,704,163 (100%)	8,000 (0%)
6.	To grant a general mandate to the Directors to purchase the Shares up to 10% of the number of issued Shares (excluding treasury shares, if any) as at the date of passing such resolution (Ordinary resolution number 6 of the AGM Notice) ^(Note 3)	837,712,163 (100%)	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) <i>(Note 3)</i>	837,704,163 (100%)	8,000 (0%)
8.	To approve the bonus issue of Shares on the basis of one new Share for every 50 existing Shares (Ordinary resolution number 8 of the AGM Notice) <i>(Note 3)</i>	837,712,163 (100%)	0 (-%)
As more than 50% of the votes were cast in favour of each of the resolutions number 1 to number 3 and number 5 to number 8, all of these resolutions were duly passed as ordinary resolutions.			

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 2024 AGM in person, by authorised representatives or by proxy.
2. As disclosed in the announcement of the Company dated 12 September 2024, the resolution number 4 has been withdrawn and has not been put forward for consideration by the Shareholders at the 2024 AGM.
3. For the full text of the Proposed Resolutions, please refer to the AGM Notice.

Mr. Ai Kuiyu, Mr. Lang Joseph Shie Jay, Ms. He Zhiying, Mr. Chan Kwun Wah Derek, Mr. Chang Eric Jackson and Mr. Li Xiaoxiao attended the 2024 AGM. Mr. Chen Ningdi, Mr. Chan Kwan, Mr. Wang Yiding, Mr. Chen Cheng-Lien and Mr. Liu Chun were unable to attend due to other business engagements.

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

The Board further announces that the ordinary resolution as set out in the EGM Notice and proposed at the EGM (the “**EGM Resolution**”) was duly passed by the Shareholders by way of poll at the EGM held on Friday, 13 September 2024.

As at the date of the EGM, there were 1,518,326,350 issued Shares. Mr. Chen Ningdi, Ms. Jiang Xinrong and their respective associates (including DL Wolf and Rapid Raise), who together held 779,928,099 Shares in aggregate, representing approximately 51.37% of the issued share capital of the Company were required to and had abstained from voting on the EGM Resolution at the EGM. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the EGM Resolution at the EGM was 738,398,251, representing approximately 48.63% of the issued share capital of the Company.

Save as disclosed above and to the best knowledge, information and belief of the Directors having made all reasonable enquiries, there were (i) no Shareholder is required under the Listing Rules to abstain from voting at the EGM; (ii) no Shares entitling the Shareholders to attend but abstain from voting in favour of the EGM Resolution at the EGM as set out in Rule 13.40 of the Listing Rules; (iii) no Shareholder has stated in the EGM circular his/her/its intention to vote against or to abstain from voting on the EGM Resolution at the EGM.

There were no Shares actually voted but excluded from calculating the poll results of the EGM Resolution.

The Company did not have any treasury Shares or any repurchased Shares pending cancellation as at the date of the EGM.

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 EGM.

Pursuant to Rule 13.39(5) of the Listing Rules, the poll results in respect of the EGM Resolution put to the vote at the EGM are set out as follows:

Ordinary resolution		Number of votes (%) ^(Note)	
		For	Against
1.	<p>(a) the Supplemental Advisory Agreement (as defined and described in the circular of the Company dated 7 August 2024 (the “Circular”), a copy of the Supplemental Advisory Agreement marked “A” together with a copy of the Circular marked “B” are produced to the meeting and initialed by the chairman of the meeting for the purpose of identification) and the transactions contemplated thereunder (including the Proposed Revised Annual Caps) be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one director of the Company, or any two directors of the Company if the affixation of the common seal is necessary, be and is/are hereby authorised for and on behalf of the Company to sign, execute, perform and deliver all such other instruments, deeds, documents and agreements and do such acts and things and take all steps as he/she or they may in his/her or their absolute discretion consider to be necessary, desirable, appropriate or expedient to implement and/or give effect to the Supplemental Advisory Agreement and the transactions contemplated thereunder (including the Proposed Revised Annual Caps) and all matters incidental to, ancillary to or in connection with the matters contemplated therein</p>	60,107,081 (100%)	0 (0%)
As more than 50% of the votes were cast in favour of the EGM Resolution, the EGM Resolution was duly passed as ordinary resolution.			

Notes: 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 EGM in person, by authorised representatives or by proxy.

Mr. Chen Ningdi, Mr. Ai Kuiyu, Mr. Lang Joseph Shie Jay, Ms. He Zhiying, Mr. Chan Kwun Wah Derek, Mr. Chang Eric Jackson and Mr. Liu Chun attended the EGM. Mr. Chan Kwan, Mr. Wang Yiding, Mr. Chen Cheng-Lien and Mr. Li Xiaoxiao were 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, 13 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.