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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)

PROPOSED APPOINTMENT OF AUDITOR

This announcement is made by DL Holdings Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Reference is made to the announcement of the Company dated 12 September 2024 in relation to, among other things, the retirement of auditor and withdrawal of resolution at the annual general meeting (the “**2024 AGM**”) held on 13 September 2024 (the “**Announcement**”). Unless defined otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

PROPOSED APPOINTMENT OF AUDITOR

In view of the vacancy in the office of Auditor following the retirement of Grant Thornton upon expiration of its term of office at the conclusion of the 2024 AGM, the Board has resolved, with the recommendation of the audit committee of the Company (the “**Audit Committee**”), to propose the appointment of BDO Limited (“**BDO**”) as the new Auditor, and to hold office until the conclusion of the next annual general meeting of the Company to be held in 2025 (the “**Proposed Appointment**”), subject to the approval of the shareholders of the Company at an extraordinary general meeting.

In assessing the appointment of BDO as the Auditor of the Company, the Audit Committee has considered a number of factors, including but not limited to (i) the audit fee proposed by BDO; (ii) its extensive experience, industry knowledge, and technical competence in providing audit work to listed companies; (iii) its demonstrated independence from the Group and objectivity; (iv) its market reputation; (v) its resources and capabilities, including the size and structure of the proposed audit team; (vi) Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors published by the Accounting and Financial Reporting Council (the “AFRC”); and (vii) Guidance Notes on Change of Auditors published by the AFRC. The Audit Committee has also reviewed the credentials of BDO, including its market reputation, independence from the Group, experience and manpower.

Based on the above, the Audit Committee has assessed and considered that BDO is eligible and suitable to act as the new Auditor. The Board and the Audit Committee are of the view that the Proposed Appointment is in the interest of the Company and the Shareholders as a whole. A notice to convene the EGM and a circular containing, among other things, details of the Proposed Appointment will be published as soon as possible.

By order of the Board
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.