

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in **DL Holdings Group Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbroker or licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

---



**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  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

Capitalised terms used in this cover page shall have the same meaning as those defined in this circular.

A notice convening the EGM to be held at Unit 2902, Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong on Wednesday, 23 October 2024 at 11:00 a.m. is set out on pages 6 to 7 of this circular. A form of proxy for use at the EGM is enclosed with this circular.

Whether or not you are able to attend the EGM (or any adjournment thereof), you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM (i.e. by 11:00 a.m. on Monday, 21 October 2024) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

All times and dates specified herein refer to Hong Kong local times and dates.

30 September 2024

---

## CONTENTS

---

	<i>Page</i>
<b>DEFINITIONS</b> .....	1
<b>LETTER FROM THE BOARD</b> .....	3
<b>NOTICE OF EGM</b> .....	6

---

## DEFINITIONS

---

*In this circular, unless the context requires otherwise, the following terms shall have the following meanings:*

“AGM”	the annual general meeting of the Company held on 13 September 2024
“Announcements”	the announcement of the Company dated 12 September 2024 in relation to the retirement of Grant Thornton as the Auditor and withdrawal of ordinary resolution number 4 in respect of the re-appointment of Grant Thornton as the Auditor and to authorise the Board to fix its remuneration at the AGM, and the announcement of the poll results of the AGM dated 13 September 2024
“Appointment Announcement”	the announcement of the Company dated 13 September 2024 in relation to the proposed appointment of the Auditor
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Auditor”	the auditor of the Company
“BDO”	BDO Limited
“Board”	the board of Directors
“Company”	DL Holdings Group Limited, a company incorporated under the laws of Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company from time to time
“EGM”	the extraordinary general meeting of the Company to be held at Unit 2902, Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong on Wednesday, 23 October 2024 at 11:00 a.m. (or any adjournment thereof)
“Grant Thornton”	Grant Thornton Hong Kong Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

---

## DEFINITIONS

---

“Latest Practicable Date”	25 September 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Proposed Appointment”	the proposed appointment of BDO as the new Auditor, with a term to hold office until the conclusion of the next annual general meeting of the Company to be held in 2025, upon the approval of the Shareholders by an ordinary resolution at the EGM
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

---

## LETTER FROM THE BOARD

---



# 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)**

*Executive Directors:*

Mr. Chen Ningdi (*Chairman & Chief Executive Officer*)  
Mr. Lang Joseph Shie Jay  
Mr. Ai Kuiyu  
Ms. He Zhiying

*Non-executive Directors:*

Mr. Chan Kwan  
Mr. Chan Kwun Wah Derek  
Mr. Wang Yiding

*Independent non-executive Directors:*

Mr. Chang Eric Jackson  
Mr. Chen Cheng-Lien (also known as  
Chen Cheng-Lang and Chen Stanley)  
Mr. Liu Chun  
Mr. Li Xiaoxiao

*Registered office:*

Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

Unit 2902, Vertical Square  
28 Heung Yip Road  
Wong Chuk Hang  
Hong Kong

30 September 2024

*To the Shareholders, and for information only,  
the holders of options of the Company*

Dear Sir or Madam,

### **PROPOSED APPOINTMENT OF AUDITOR AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide you with information in connection with the Proposed Appointment and a notice for convening the EGM.

---

## LETTER FROM THE BOARD

---

### 2. PROPOSED APPOINTMENT OF AUDITOR

Reference is made to the Announcements. Grant Thornton had retired as the Auditor upon expiration of its term of office at the conclusion of the AGM.

Reference is also made to the Appointment Announcement. In view of the vacancy in the office of Auditor following the retirement of Grant Thornton, the Board has resolved, with the recommendation of the Audit Committee, to propose to appointment of 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, subject to the approval of the Shareholders at the EGM.

In assessing the appointment of BDO as the Auditor, 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.

### 3. EGM

A notice for convening the EGM is set out on pages 6 to 7 of this circular.

For determining the entitlement to attend and vote at the EGM to be held on Wednesday, 23 October 2024, the register of members of the Company will be closed from Friday, 18 October 2024 to Wednesday, 23 October 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to be eligible to attend and vote at the EGM, all completed transfer forms, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Thursday, 17 October 2024.

---

## LETTER FROM THE BOARD

---

Pursuant to Rule 13.39 of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, the chairman of the EGM will demand a poll for each and every resolution put forward at the EGM pursuant to article 66 of the Articles of Association. An announcement on the poll results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for the EGM is enclosed. Whether or not you are able to attend the EGM (or any adjournment thereof), you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time fixed for holding the EGM (i.e. by 11:00 a.m. on Monday, 21 October 2024) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event the form of proxy shall be deemed to be revoked.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief having made reasonable enquiries, the Directors confirm that no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

#### **4. RECOMMENDATION**

The Directors consider that the Proposed Appointment is in the interests of the Company and its Shareholders and accordingly recommend that all Shareholders vote in favour of the resolution as set out in the notice of the EGM.

#### **5. RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board

**DL Holdings Group Limited**

**Chen Ningdi**

*Chairman, Chief Executive Officer and Executive Director*

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---



### 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)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of DL Holdings Group Limited (the “**Company**”) will be held at Unit 2902, Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong on Wednesday, 23 October 2024 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution:

#### **ORDINARY RESOLUTION**

“To appoint BDO Limited as the auditor of the Company with effect from the date on which this resolution is adopted until the conclusion of the next annual general meeting of the Company and to authorise the board of directors of the Company to fix its remuneration.”

By order of the Board

**DL Holdings Group Limited**

**Chen Ningdi**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 30 September 2024

*Head office and principal place of business in Hong Kong:*

Unit 2902, Vertical Square

28 Heung Yip Road

Wong Chuk Hang

Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM (the “**Meeting**”) is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, the form of proxy, together with the power of attorney (if any) or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged at the Company’s branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. by 11:00 a.m. on Monday, 21 October 2024) or any adjournment thereof.



---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

3. In the case of joint holders of any Share, any one of such holders may vote at the EGM, either in person or by proxy, in respect of such Share as if he was solely entitled to vote, but if more than one of such joint holders are present at the EGM in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote.
4. Completion and return of the form of proxy will not preclude a member from attending and voting at the EGM (or any adjournment thereof) in person should he so wish. In such event, the form of proxy shall be deemed to be revoked.
5. For determining the Shareholders' eligibility to attend and vote at the EGM to be held on Wednesday, 23 October 2024, the register of members of the Company will be closed from Friday, 18 October 2024 to Wednesday, 23 October 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, all completed transfer forms, accompanied by the relevant share certificates, must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Boardroom Share Registrars (HK) Limited, at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong, no later than 4:30 p.m. on Thursday, 17 October 2024.
6. Pursuant to Rule 13.39 of the Listing Rules, all resolution at the EGM will be conducted by way of a poll.
7.
  - (a) Subject to paragraph (b) below, if a tropical cyclone warning signal No. 8 or above is hoisted or an Extreme Conditions announcement or a black rainstorm warning signal is in force at any time on the date of the Meeting, the Meeting will be postponed to the next Business Day on which no tropical cyclone warning No. 8 or above or Extreme Conditions announcement or black rainstorm warning signal is hoisted or in force in Hong Kong at any time between the hours from 8:00 a.m. to 11:00 a.m. and in such case the Meeting shall be held at the same time and venue.
  - (b) If a tropical cyclone warning signal No. 8 or above or Extreme Conditions announcement or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for the holding of the Meeting and where conditions permit, the Meeting will be held as scheduled.
  - (c) The Meeting will be held as scheduled when a tropical cyclone warning signal No. 3 or below or an amber or red rainstorm warning signal is in force.
  - (d) After considering their own situations, shareholders of the Company should decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.
8. All times and dates specified herein refer to Hong Kong local times and dates.

*As at the date of this notice, 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.*