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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 EXTRAORDINARY GENERAL MEETING HELD ON 23 OCTOBER 2024

The Board is pleased to announce that the Proposed 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 “**Circular**”) and the notice (the “**Notice**”) of the extraordinary general meeting (the “**EGM**”) of DL Holdings Group Limited (the “**Company**”) dated 30 September 2024; and (ii) the announcement of the Company dated 13 September 2024 in relation to the proposed appointment of auditor of the Company. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that the ordinary resolution as set out in the Notice and proposed at the EGM (the “**Proposed Resolution**”) was duly passed by the holders (the “**Shareholders**”) of the Company’s ordinary shares (the “**Shares**”) by way of poll at the EGM held on Wednesday, 23 October 2024.

As at the date of the EGM, there were 1,548,692,877 issued Shares, among which 66,100,488 Shares were held by the Company as treasury Shares. Saved as disclosed above, as at the date of EGM, there were (a) no treasury shares held by the Company (including any treasury shares held or deposited with the Central Clearing and Settlement System) and no voting rights of treasury shares have been exercised at the EGM; and (b) no shares repurchased by the Company which were pending cancellation. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the Proposed Resolution at the EGM was 1,482,592,389 Shares, representing approximately 95.73% of the issued share capital of the Company.

Save as disclosed above, (i) no Shareholder is required under the Listing Rules to abstain from voting at the EGM; (ii) there were no Shares entitling the Shareholders to attend but abstain from voting in favour of the Proposed Resolution at the EGM as set out in Rule 13.40 of the Listing Rules; and (iii) none of the Shareholders has stated in the Circular his/her/its intention to vote against or to abstain from voting on the Proposed Resolution at the EGM.

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

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 Proposed Resolution put to the vote at the EGM are set out as follows:

	Ordinary resolution	Number of votes (%) ^(Note)	
		For	Against
1.	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.	842,092,545 (100%)	– (0%)
As more than 50% of the votes were cast in favour of the Proposed Resolution, the Proposed 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. Lang Joseph Shie Jay, Mr. Ai Kuiyu, Ms. He Zhiying, Mr. Chan Kwan, Mr. Wang Yiding, Mr. Chang Eric Jackson and Mr. Li Xiaoxiao attended the EGM. Mr. Chen Ningdi, Mr. Chan Kwun Wah Derek, Mr. Chen Cheng-Lien and Mr. Liu Chun 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, 23 October 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.