

*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)**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR AND  
CHANGE IN COMPOSITION OF BOARD COMMITTEES  
AND  
NON-COMPLIANCE WITH RULE 3.10A OF  
THE LISTING RULES**

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND CHANGE IN COMPOSITION OF BOARD COMMITTEES**

The board (the “**Board**”) of directors (the “**Director(s)**”) of DL Holdings Group Limited (the “**Company**”) announces that Mr. Li Xiaoxiao (“**Mr. Li**”) has resigned as an independent non-executive Director and member of each of the nomination committee of the Company (the “**Nomination Committee**”) and remuneration committee of the Company with effect from 23 July 2025 as he requires more time to pursue his other business commitments.

Mr. Li confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company and/or The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The Board would like to take this opportunity to express its sincere gratitude to Mr. Li for his valuable contribution to the Company during his tenure of office.

The Board further announces that following the resignation of Mr. Li, Mr. Liu Chun, an independent non-executive Director, has been appointed as a member of Nomination Committee with effect from 23 July 2025.

## **NON-COMPLIANCE WITH RULE 3.10A OF THE LISTING RULES**

Following the resignation of Mr. Li, the Board comprises ten members with four executive Directors, three non-executive Directors and three independent non-executive Directors. As a result, the number of independent non-executive directors fail to meet the requirements under Rule 3.10A of the Rules Governing the Listing of Securities on the Stock Exchange which requires the independent non-executive directors must represent at least one-third of the board. As such, the Board will make its best endeavours to identify appropriate persons for appointment as independent non-executive Director as soon as practicable and, in any event, within three months from the date of Mr. Li's resignation as required by the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By order of the Board

**DL Holdings Group Limited**

**Chen Ningdi**

*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 23 July 2025

*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) and Mr. Liu Chun.*