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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 HELD ON 12 SEPTEMBER 2025

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 2025 AGM.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of DL Holdings Group Limited (the “**Company**”) is pleased to announce that all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the notice (the “**AGM Notice**”) of the annual general meeting of the Company dated 31 July 2025 were duly passed by the holders (the “**Shareholders**”) of the Company’s ordinary shares (the “**Shares**”) by way of poll at the annual general meeting of the Company held on Friday, 12 September 2025 (the “**2025 AGM**”).

As at the date of the 2025 AGM, there were 1,750,848,877 issued Shares among which 66,100,488 Shares were held by the Company as treasury Shares. Save as disclosed above, as at the date of the 2025 AGM, there were (i) 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 2025 AGM; and (ii) 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 Resolutions at the 2025 AGM was 1,684,748,389, representing approximately 96.22% of the issued share capital of the Company.

Save as disclosed above, there were no Shares entitling the Shareholders to attend but abstain from voting in favour of any of the Proposed Resolutions at the 2025 AGM as set out in Rule 13.40 of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and no Shareholders were required under the Listing Rules to abstain from voting at the 2025 AGM. There were no Shares that were actually voted but excluded from calculating the poll results of the Proposed Resolutions.

None of the Shareholders has stated in the circular of the Company dated 31 July 2025 his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2025 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 2025 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 2025 AGM are set out as follows:

Ordinary resolutions		Number of votes (%) <i>(Note 1)</i>	
		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 auditors of the Company for the year ended 31 March 2025	771,065,756 (99.99%)	99,000 (0.01%)

Ordinary resolutions		Number of votes (%) <i>(Note 1)</i>	
		For	Against
2.	(a) To re-elect Mr. Chen Ningdi as an executive Director	771,065,756 (100.00%)	29,000 (0.00%)
	(b) To re-elect Ms. He Zhiying as an executive Director	771,065,756 (100.00%)	29,000 (0.00%)
	(c) To re-elect Mr. Chang Eric Jackson as an independent non-executive Director	771,065,756 (100.00%)	29,000 (0.00%)
	(d) To authorize the Board to fix the remuneration of each of the Directors	771,062,756 (100.00%)	29,000 (0.00%)
3.	To re-appoint BDO Limited as the auditors of the Company and to authorise the Board to fix their remuneration	771,065,756 (100.00%)	29,000 (0.00%)
4.	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 4 of the AGM Notice) <i>(Note 2)</i>	768,186,299 (99.62%)	2,908,457 (0.38%)

Ordinary resolutions		Number of votes (%) <i>(Note 1)</i>	
		For	Against
5.	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 5 of the AGM Notice) ^(Note 2)	771,065,756 (100.00%)	29,000 (0.00%)
6.	Conditional upon resolutions numbered 4 and 5 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 4 (Ordinary resolution number 6 of the AGM Notice) ^(Note 2)	768,186,299 (99.62%)	2,908,457 (0.38%)
As more than 50% of the votes were cast in favour of each of the above resolutions, all of them 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 2025 AGM in person, by authorised representatives or by proxy.
2. For the full text of the Proposed Resolutions, please refer to the AGM Notice.

Mr. Lang Joseph Shie Jay, Ms. He Zhiying, Mr. Chan Kwan, Mr. Wang Yiding and Mr. Chang Eric Jackson attended the 2025 AGM. Mr. Chen Ningdi, Mr. Ai Kuiyu, 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, 12 September 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 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.