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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)**

### **VOLUNTARY ANNOUNCEMENT GRANT OF SHARE AWARDS UNDER THE 2025 RESTRICTED SHARE AWARD SCHEME**

References are made to the announcements of DL Holdings Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) dated 2 June 2025, 22 September 2025, 6 November 2025 and 7 November 2025 (the “**Announcements**”) regarding the Company’s adoption of the 2025 Restricted Share Award Scheme (the “**Scheme**”) and intended share award pool under the Scheme. Unless the context otherwise requires, the terms used in this announcement shall have the same meanings as those defined in the Announcements.

As set out in the announcement of the Company dated 15 December 2025, the Company has purchased an aggregate of 70,090,000 Shares from the market as the share award pool of the Scheme (the “**Award Pool Shares**”). The Board hereby announces that, on 29 April 2026 (the “**Date of Grant**”), the Company has granted a total of 23,650,000 award shares (the “**Award Shares**”) to share award grantees (the “**Grantees**”) under the Scheme utilising the Award Pool Shares in the share award pool.

Details of the grant of the Award Shares are set out as follows:

Date of Grant:	29 April 2026
Total number of Award Shares:	A total of 23,650,000 Award Shares
Grantees and number of Award Shares granted:	(i) Mr. Chen Ningdi (“ <b>Mr. Chen</b> ”), an executive Director – 2,000,000 Award Shares  (ii) Mr. Lang Shie Jay Joseph (“ <b>Mr. Lang</b> ”), an executive Director – 2,000,000 Award Shares  (iii) Ms. He Zhiying (“ <b>Ms. He</b> ”), an executive Director – 1,000,000 Award Shares  (iv) 23 employees of the Group – A total of 18,650,000 Award Shares
Consideration for the Award Shares:	Nil
Closing price of the Award Shares on the Date of Grant:	HK\$1.08 per Share
Vesting period:	All the Award Shares shall vest in the Grantees on 2 July 2027 (the “ <b>Vesting Date</b> ”).

Performance targets:

There is no performance target attached to the Award Shares. In view that (i) the Grantees are employees of the Group who has been contributing and will contribute directly to the overall business performance and sustainable development of the Group; and (ii) the grant is a recognition for the Grantees' past contributions to the Group and motivation and incentive for future contribution, the remuneration committee of the Company (the "**Remuneration Committee**") is of the view that the grant of Award Shares to the Grantees (including Mr. Chen, Mr. Lang and Ms. He, being executive Directors) without performance targets is market competitive and aligns with the purpose of the Scheme.

Clawback mechanism:

The Award Shares are subject to the vesting condition that the Grantees remains as an employee of the Group on the Vesting Date and the terms of the Scheme which provides for circumstances which the Award Shares shall automatically lapse and the relevant Award Shares shall not vest on the Vesting Date in the event that, including but not limited to, the Grantees (i) breaches any term of any contract entered into between the Grantees and the Group; or (ii) has been declared or adjudged to be bankrupt by a competent court; or (iii) has been convicted of any criminal offence or any offence under the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong).

Financial assistance:

The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares under the Scheme.

## **REASONS FOR AND BENEFITS OF THE GRANT OF AWARD SHARES**

The reasons for the grant of Award Shares are to provide incentives for the Grantees to commit and contribute to the success of the Group and its affiliates on a continuing basis. The Board is of the view that the grant of Award Shares also links the interest of Grantees with that of the Group to attract and retain talent for further development of the Group which is in line with the purpose of the Scheme.

The grant of the Award Shares has been approved by the Remuneration Committee and the Board (including all independent non-executive Directors, save and except for the relevant Director who is a Grantee whom has abstained from voting in relation to the grant of Award Shares to himself/herself).

## **LISTING RULES IMPLICATIONS**

As the Scheme is solely funded by existing Shares to be purchased by the Trustee on the secondary market of the Stock Exchange and does not involve any issue of new Shares, the Scheme constitutes a share scheme involving existing shares under Rule 17.01(1)(b) of the Listing Rules. Accordingly, the Scheme shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules and Chapter 14A of the Listing Rules in respect of grants of the Award Shares to connected persons of the Company.

The Award Shares have been purchased by the Trustee through on-market transactions and will be satisfied through the existing Shares held by the Trustee. No new Shares will be issued and allotted by the Company to satisfy the grant of Award Shares. As at the date of this announcement, after the grant of such Award Shares, 124,679,238 Shares are available for future grant under the Scheme.

Since Mr. Chen (an executive Director and a substantial shareholder of the Company as defined under the Listing Rules), Mr. Lang (an executive Director) and Ms. He (an executive Director), each of them is a connected person of the Company, the grant of Award Shares to them constitutes connected transaction for the Company under Chapter 14A of the Listing Rules. As all of the applicable percentage ratios are below 0.1% and the grant of Award Shares is on normal commercial terms, such grant of Award Shares to each of them is fully exempt from reporting, announcement and shareholders' approval under Rule 14A.76(1) of the Listing Rules.

By Order of the Board  
**DL Holdings Group Limited**  
**Chen Ningdi**  
*Chairman, Chief Executive Officer and Executive Director*

Hong Kong, 29 April 2026

*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. Qiao Linjian 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.*