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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)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rules 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**").

References are made to the announcement of DL Holdings Group Limited (the "**Company**" and together with its subsidiaries, the "**Group**") dated 31 March 2025 (the "**Announcement**") and the circular of the Company dated 3 June 2025 (the "**Circular**") in relation to the adoption of the 2025 Share Incentive Scheme (the "**Share Incentive Scheme**"). Unless the context otherwise requires, the terms used in this announcement shall have the same meanings as those defined in the Announcement and the Circular.

GRANT OF OPTIONS

The Board hereby announces that, on 2 September 2026 (the "**Date of Grant**"), the Company has granted a total of 66,900,000 share options (the "**Option(s)**") to 13 eligible participants (the "**Option Grantee(s)**") of the Share Incentive Scheme who are directors and employees of the Group pursuant to the Share Incentive Scheme, to subscribe for an aggregate of 66,900,000 shares of the Company (the "**Share(s)**") subject to acceptance by the Option Grantees.

Details of the grant of the Options are set out as follows:

Date of Grant:	2 September 2026
Total number of the Options:	66,900,000 Options
Option Grantees and number of Options granted:	(i) Mr. Chen Ningdi ("**Mr. Chen**"), an executive Director – 1,900,000 Options; (ii) Ms. He Zhiying ("**Ms. He**"), an executive Director – 5,000,000 Options; (iii) Mr. Lang Shie Jay Joseph ("**Mr. Lang**"), an executive Director – 5,000,000 Options; (iv) Mr. Ai Kuiyu ("**Mr. Ai**"), an executive Director – 5,000,000 Options; and (v) nine employees of the Group – a total of 50,000,000 Options

Exercise price of the Options granted:	Each Option shall entitle the holder of such Option to subscribe for one Share upon exercise of such Option at an exercise price of HK$1.00 per Share, which is above the higher of: (i) the closing price of HK$0.940 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of approximately HK$0.995 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of HK$0.01 per Share
Market price of the Shares on the Date of Grant:	HK$0.940 per Share, being the closing price as stated in the daily quotation sheet issued by the Stock Exchange on the Date of Grant
Vesting period and exercise period of the Options granted:	All the Options shall vest in the Option Grantees on the Date of Grant (the "**Vesting Date**") and, subject to the fulfillment of the vesting condition as set out in the paragraph headed "Performance targets" below, the exercise period of the Options shall be one (1) year from the Date of Grant and the Options shall lapse at the expiry of the exercise period.

In this regard, the Share Incentive Scheme provides that the Board may determine that the vesting period in relation to the grant of the Awards to Employee Participants is less than 12 months under certain circumstances, including where the grants of Awards carry performance-based vesting conditions in lieu of time-based vesting criteria.

Taking into consideration that (i) the Options form part of the Option Grantees' overall remuneration packages and represent a performance-linked variable component determined with reference to the Group's performance and the individual contributions of the relevant Option Grantees for the preceding financial year, (ii) the Options were granted to the Option Grantees to recognise and reward the past performance and contributions of the Option Grantees in achieving the Group's business and financial targets, which have already been assessed by the Board and the remuneration committee of the Company (the "**Remuneration Committee**"); and (iii) the use of equity-settled awards aligns the interests of the Option Grantees with those of the Shareholders and supports the Group's objective of retaining cash resources while maintaining competitive and market-aligned remuneration arrangements, the Board and the Remuneration Committee are of the view that the above vesting arrangement is appropriate for retaining, incentivising, rewarding, remunerating and compensating valuable employees who have contributed to the growth of the Group and such grant of Options aligns with the purposes of the Share Incentive Scheme.

Performance targets:	The performance targets attached to the Options, which form part of the vesting conditions, relate to the revenue, the profitability and/or the business goals of the Group or any of its business unit, to be assessed based on such method as the Board may determine in their absolute discretion. Also, the Group has established a standard performance appraisal system for its employees to evaluate their performance and contribution to the Group. The Company will determine whether the Option Grantees meet the performance target based on their performance appraisal results before the Option Grantees could exercise the Options.
Clawback mechanism:	The Options are subject to the vesting condition that the Option Grantees remain as employees of the Group on the Vesting Date and the terms of the Share Incentive Scheme which provides for circumstances in which the Options shall automatically lapse and the relevant Options shall not vest on the Vesting Date in the event that, including but not limited to, the Option Grantees (i) breaches any term of any contract entered into between the Option 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 Option Grantees to facilitate the purchase of Options under the Share Incentive Scheme.

REASONS FOR AND BENEFITS OF THE GRANT OF THE OPTIONS

The reasons for the grant of the Options are to provide incentives for the Option 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 the Options also links the interest of the Option Grantees with that of the Group to attract and retain talent for further development of the Group which is in line with the purposes of the Share Incentive Scheme.

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

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

Following the grant of the abovementioned Options, as at the date of this announcement, the number of Shares available for future grant under the scheme mandate limits of the Share Incentive Scheme will be 81,429,238 Shares.

LISTING RULES IMPLICATIONS

The grant of the Options to the above-mentioned Directors has been reviewed and approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules. The grant of such Options was also approved by the Board, save that Mr. Chen, Ms. He, Mr. Lang and Mr. Ai, each abstained on voting on the relevant resolutions relating to the grant of Options to himself/herself.

Saved as disclosed above, none of the Option Grantees is (i) Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) a participant with options granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (iii) a related entity participant or service provider with options granted and to be granted in any 12-month period exceeding 0.1% of the issued Shares (excluding treasury shares), as at the date of this announcement. No grant of Options is subject to the approval of shareholders of the Company.

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

Hong Kong, 2 September 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. Wang Yiding and Mr. Zhao Meng; 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. Lin Ge.