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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 9 SEPTEMBER 2021

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 2021 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 ordinary resolutions (the “**Proposed Resolutions**”) as set out in the notice (the “**AGM Notice**”) of the annual general meeting of the Company dated 28 July 2021 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 Thursday, 9 September 2021 (the “**2021 AGM**”).

As at the date of the 2021 AGM, there were 1,430,121,000 issued Shares which were the total number of Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2021 AGM. There was no Share entitling the Shareholders to attend but abstain from voting in favour of any of the Proposed Resolutions at the 2021 AGM as set out in the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

None of the Shareholders was required under the Listing Rules to abstain from voting on any of the Proposed Resolutions at the 2021 AGM. None of the Shareholders has stated in the Company’s circular dated 28 July 2021 (the “**Circular**”) his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2021 AGM.

Boardroom Share Registrars (HK) Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed and acted as the scrutineer for the vote-taking at the 2021 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 2021 AGM are set out as follows:

Ordinary resolutions		Number of votes (%) ^(Note 1)	
		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 2021	909,496,710 (100%)	— (0%)
2.	To declare a final dividend of HK\$3.58 cents per share of the Company for the year ended 31 March 2021	909,496,710 (100%)	— (0%)
3.	(a) To re-elect Ms. Jiang Xinrong as an executive director of the Company	909,496,710 (100%)	— (0%)
	(b) To re-elect Mr. Li Ren as a non-executive director of the Company	909,496,710 (100%)	— (0%)
	(c) To re-elect Mr. Chang Eric Jackson as an independent non-executive director of the Company	909,496,710 (100%)	— (0%)
	(d) To authorise the board of directors of the Company to fix the remuneration of each of the directors of the Company	909,496,710 (100%)	— (0%)
4.	To re-appoint Grant Thornton Hong Kong Limited as the auditors of the Company and to authorise the board of directors of the Company to fix their remuneration	909,496,710 (100%)	— (0%)
5.	To grant a general and unconditional mandate to the directors of the Company 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 as at the date of passing such resolution (Ordinary resolution number 5 of the AGM Notice) ^(Note 2)	909,496,710 (100%)	— (0%)
6.	To grant a general mandate to the directors of the Company to purchase the Shares up to 10% of the number of issued shares of the Company as at the date of passing such resolution (Ordinary resolution number 6 of the AGM Notice) ^(Note 2)	909,496,710 (100%)	— (0%)

Ordinary resolutions		Number of votes (%) ^(Note 1)	
		For	Against
7.	Conditional upon resolutions numbered 5 and 6 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 5 (Ordinary resolution number 7 of the AGM Notice) ^(Note 2)	909,496,710 (100%)	— (0%)
8.	To approve the refreshment of the existing scheme limit under the share option scheme of the Company	909,496,710 (100%)	— (0%)

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 2021 AGM in person, by authorised representatives or by proxy.
2. For the full text of the Proposed Resolutions, please refer to the AGM Notice.

As more than 50% of the votes were cast in favour of each of the Proposed Resolutions, all of them were duly passed as ordinary resolutions.

By order of the Board
DL Holdings Group Limited
Jiang Xinrong
Chairman and Executive Director

Hong Kong, 9 September 2021

As at the date of this announcement, the executive Directors are Ms. Jiang Xinrong and Mr. Chen Ningdi; the non-executive Directors are Mr. Chan Kwun Wah Derek and Mr. Li Ren; 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.