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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)

**SECOND SUPPLEMENTAL SHARE SUBSCRIPTION AGREEMENT
IN RELATION TO FURTHER EXTENSION OF LONG STOP DATE FOR
THE SUBSCRIPTION OF NEW SHARES
UNDER GENERAL MANDATE
AND
FURTHER DELAY IN DESPATCH OF CIRCULAR FOR
THE SUBSCRIPTION OF NEW WARRANTS
UNDER SPECIFIC MANDATE**

Reference is made to (i) the announcement of DL Holdings Group Limited (the “**Company**”) dated 5 February 2021 in relation to the subscription of new shares of the Company by A Square Investments Group Limited (the “**Subscriber**”) under the general mandate and the subscription of new warrants (the “**Warrant Subscription**”) of the Company by the Subscriber under the specific mandate (the “**Announcement**”); (ii) the announcement of the Company dated 26 February 2021 in relation to the entering into of the supplemental share subscription agreement (the “**First Supplemental Share Subscription Agreement**”) to extend the long stop date (the “**Supplemental Announcement**”); and (iii) the announcement of the Company dated 1 March 2021 in relation to the delay in despatch of the circular in relation to the Warrant Subscription (the “**Delay Announcement**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement, the Supplemental Announcement and the Delay Announcement.

FURTHER EXTENSION OF LONG-STOP DATE

As disclosed in the Supplemental Announcement, if any of the conditions of the Share Subscription has not been fulfilled on or before 19 March 2021, being the Long Stop Date, the Share Subscription Agreement shall be terminated. On 19 March 2021, the Company entered into a second supplemental share subscription agreement (the “**Second Supplemental Share Subscription Agreement**”) with the Subscriber to extend the Long Stop Date from 19 March 2021 to 9 April 2021.

Save for the aforesaid change to the Long Stop Date, all other terms and conditions of the Share Subscription Agreement shall remain unchanged and in full force and effect.

Completion of the Share Subscription is subject to the fulfilment of the conditions set forth in the Share Subscription Agreement (as amended by the First Supplemental Share Subscription Agreement and the Second Supplemental Share Subscription Agreement). As the Share Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

FURTHER DELAY IN DESPATCH OF CIRCULAR

As disclosed in the Delay Announcement, a circular (the “**Circular**”) containing, among other things, further details of the Warrant Subscription Agreement; the allotment and issue of the Warrant Shares; and the notice of the EGM, is expected to be despatched to the Shareholders on or before 22 March 2021.

As additional time is required for the Company to prepare and finalise certain information in the Circular, the despatch date of the Circular is expected to be delayed to a date falling on or before 14 April 2021.

By Order of the Board
DL Holdings Group Limited
Jiang Xinrong
Chairman & Executive Director

Hong Kong, 19 March 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.