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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 EXTRAORDINARY GENERAL MEETING HELD ON 14 NOVEMBER 2023**

References are made to the notice of extraordinary general meeting of DL Holdings Group Limited (the “**Company**”) dated 25 October 2023 (the “**EGM Notice**”) and the circular of the Company dated 25 October 2023 (the “**Circular**”) in relation the Company’s extraordinary general meeting held on 14 November 2023 (the “**EGM**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING**

The EGM was held at Unit 2902, Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong on Tuesday, 14 November 2023 at 11:00 a.m. The Company appointed Boardroom Share Registrars (HK) Limited, the Company’s branch share registrar in Hong Kong, as the scrutineer for the purpose of vote-taking at the EGM. Mr. Chen Ningdi, Mr. Lang Joseph Shie Jay, Mr. Ai Kuiyu, Ms. He Zhiying, Mr. Chan Kwan and Mr. Chang Eric Jackson have attended the EGM either in person or via telephone conference. Mr. Chan Kwun Wah Derek, Mr. Chen Cheng-Lien and Mr. Liu Chun were unable to attend due to other business engagements.

As at the date of the EGM, the total number of issued Shares was 1,453,956,350 Shares.

As stated in the Circular, the following interested Shareholders were required to abstain and had abstained from voting on the resolution approving the Acquisition, the Sale and Purchase Agreement and the transactions contemplated thereunder (the “**Resolution**”) at the EGM:

- (i) Mr. Chen Ningdi, Ms. Jiang Xinrong and their respective associates, as they together held 779,928,099 Shares in aggregate, representing approximately 53.64% of the issued share capital of the Company as at the date of the EGM;
- (ii) Mr. Ai Kuiyu, his spouse and their respective associates, as they together held 6,667,299 Shares in aggregate, representing approximately 0.46% of the issued share capital of the Company as at the date of the EGM;
- (iii) Mr. Lang Joseph Shie Jay’s spouse and the respective associates of Mr. Lang Joseph Shie Jay and hers, as they together held 1,427,400 Shares in aggregate, representing approximately 0.098% of the issued share capital of the Company as at the date of the EGM; and
- (iv) Ms. He Zhiying and her associates as they together held 3,544,874 Shares in aggregate, representing approximately 0.24% of the issued share capital of the Company as at the date of the EGM.

Accordingly, the total number of Shares entitling the Shareholders to attend and vote on the Resolution proposed at the EGM was 662,388,678 Shares.

Save as disclosed above and to the best knowledge, information and belief of the Directors, there were (i) no Shareholder that was required under the Listing Rules to abstain from voting at the EGM; (ii) no Shares entitling the Shareholder to attend and abstain from voting in favour of the Resolution at the EGM pursuant to Rule 13.40 of the Listing Rules; (iii) no restriction on any Shareholders casting votes on the Resolution at the EGM; (iv) no Shareholder who was entitled to attend and vote at the EGM but was only entitled to vote against the Resolution at the EGM; and (v) no Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Resolution at the EGM.

The Board is pleased to announce that the Resolution was duly passed by the Shareholders by poll at the EGM, and the poll results of voting at the EGM were as follows:

<b>ORDINARY RESOLUTION</b>		<b>Number of votes cast (Percentage of total number of votes cast)</b>	
		<b>FOR</b>	<b>AGAINST</b>
1.	<p>(a) the Sale and Purchase Agreement dated 14 September 2023 entered into between DL Asset Management Limited as the purchaser and DL Global Holdings Limited as the vendor in relation to the acquisition of the remaining 10,016,651 shares of DL Family Office (HK) Limited, and the transactions contemplated thereunder, be and are hereby approved, confirmed and ratified; and</p> <p>(b) any one or more Director(s) (or any person authorised by them) be and is/are hereby authorised to prepare, sign, execute and deliver all such other documents, instruments and agreements for and on behalf of the Company, to take any and all steps and to do all such other or further acts and things considered necessary, appropriate, expedient or desirable by such Director(s) (or any person authorised by them) to implement and/or give effect to the Acquisition, the Sale and Purchase Agreement and the transactions contemplated thereunder, together with the issue of such promissory note in settlement of the consideration contemplated under the Acquisition to the Vendor, and to agree to all such variation, revision, amendments or waiver of matters relating thereto as are, in the opinion of the Director(s) (or any person authorised by them), in the interests of the Company.</p>	81,263,979 (100%)	– (0%)

As more than 50% of the votes were cast in favour of the above Resolution, the Resolution was duly passed as ordinary resolution of the Company.

The Resolution above is disclosed by way of a summary only. Please refer to the full text of the Resolution as set out in the EGM Notice for details.

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

Hong Kong, 14 November 2023

*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. Chan Kwun Wah Derek; 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.*