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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 29 SEPTEMBER 2020

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 2020 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 August 2020 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 29 September 2020 (the “**2020 AGM**”).

As at the date of the 2020 AGM, there were 1,363,121,000 issued Shares which were the total number of Shares entitling the Shareholders to attend and vote for or against the Proposed Resolutions at the 2020 AGM. There was no Share entitling the Shareholders to attend but abstain from voting in favour of any of the Proposed Resolutions at the 2020 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 2020 AGM. None of the Shareholders has stated in the Company’s circular dated 28 August 2020 (the “**Circular**”) his/her/its intention to vote against or to abstain from voting on any of the Proposed Resolutions at the 2020 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 2020 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 2020 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 and the reports of the directors and auditors of the Company for the year ended 31 March 2020	786,893,395 (100%)	— (0%)
2.	(a) To re-elect Mr. Chen Ningdi as an executive director of the Company	786,893,395 (100%)	— (0%)
	(b) To re-elect Mr. Chan Kwun Wah Derek as a non-executive director of the Company	786,893,395 (100%)	— (0%)
	(c) To re-elect Mr. Chang Eric Jackson as an independent non-executive director of the Company	786,893,395 (100%)	— (0%)
	(d) To re-elect Mr. Chen Cheng-Lien (also known as Chen Cheng-Lang and Chen Stanley) as an independent non-executive director of the Company	786,893,395 (100%)	— (0%)
	(e) To re-elect Mr. Liu Chun as an independent non-executive director of the Company	786,893,395 (100%)	— (0%)
	(f) To re-elect Ms. Luk Huen Ling Claire as an independent non-executive director of the Company	786,893,395 (100%)	— (0%)
	(g) To authorise the board of directors of the Company to fix the remuneration of each of the directors	786,893,395 (100%)	— (0%)
3.	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	786,893,395 (100%)	— (0%)
4.	To grant a general and unconditional mandate to the directors of the Company to allot, issue or otherwise deal with additional (i) shares in the capital of the Company (“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 4 of the notice of the Meeting) ^(Note 2)	786,893,395 (100%)	— (0%)

Ordinary resolutions		Number of votes (%) ^(Note 1)	
		For	Against
5.	To grant a general mandate to the directors of the Company to purchase the Company's shares up to 10% of the number of issued shares of the Company as at the date of passing such resolution (Ordinary Resolution number 5 of the notice of the Meeting) ^(Note 2)	786,893,395 (100%)	— (0%)
6.	Conditional upon resolutions numbered 4 and 5 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 4 (Ordinary Resolution number 6 of the notice of the Meeting) ^(Note 2)	786,893,395 (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 2020 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, 29 September 2020

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), Mr. Liu Chun and Ms. Luk Huen Ling Claire.