



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)

PROXY FORM

Form of proxy for use by shareholders at the annual general meeting to be held at Unit 2902, Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong on Friday, 8 September 2023 at 11:00 a.m. (or any adjournment thereof)

I/We (Note a) _____ of _____ being the holder(s) of _____ (Note b) shares of HK\$0.01 each ("Shares") of DL Holdings Group Limited (the "Company") hereby appoint the Chairman of the annual general meeting ("Meeting") of the Company or _____ of _____ to act as my/our proxy (Note c) at the Meeting to be held at Unit 2902, Vertical Square, 28 Heung Yip Road, Wong Chuk Hang, Hong Kong on Friday, 8 September 2023 at 11:00 a.m. and any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll.

ORDINARY RESOLUTIONS		FOR (Note d)	AGAINST (Note d)
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 2023		
2.	To declare a final dividend of HK\$0.0103 per share of the Company for the year ended 31 March 2023		
3.	(a) To re-elect Mr. Chen Ningdi as an executive director of the Company		
	(b) To re-elect Ms. He Zhiying as an executive director of the Company		
	(c) To re-elect Mr. Chan Kwan as a non-executive director of the Company		
	(d) To re-elect Mr. Chang Eric Jackson as an independent non-executive director of the Company		
	(e) To re-elect Mr. Chen Cheng-Lien as an independent non-executive director of the Company		
	(f) To authorise the board of directors of the Company to fix the remuneration of each of the directors of the Company		
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		
5.	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 5 of the notice of the Meeting)		
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 notice of the Meeting)		
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 notice of the Meeting)		
SPECIAL RESOLUTION		FOR (Note d)	AGAINST (Note d)
8.	To approve the proposed amendments to the existing amended and restated memorandum of association and the existing articles of association of the Company (the "Existing M&A") and the adoption of the second amended and restated memorandum of association and the amended and restated articles of association of the Company (the "New M&A") in substitution for and to the exclusion of the Existing M&A and authorise any director of the Company to do all things necessary to implement the proposed amendments and the adoption of the New M&A		

* For the full text of the proposed resolutions, please refer to the notice of annual general meeting as contained in the Company's circular dated 27 July 2023.

Dated this _____ day of _____, 2023

Shareholder's signature x _____ x (Notes e to k)

Notes:

- a. Full name(s) and address(es) are to be inserted in BLOCK CAPITAL LETTERS. The names of all joint registered holders should be stated.
- b. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the share capital of the Company registered in your name(s).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the chairman of the Meeting as your proxy, please delete the words "the chairman of the annual general meeting ("Meeting") of the Company or" and insert the name and address of the person appointed in the space provided. A member of the Company entitled to attend and vote at the Meeting is entitled to appoint in written form one or, if he is the holder of two or more Shares, more proxies to attend and vote instead of him.
- d. If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If the form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his discretion.
- e. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such Share shall alone be entitled to vote in respect thereof.
- f. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- g. To be valid, this form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited with the Hong Kong branch share registrar and transfer office ("Branch Registrar") of the Company, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time fixed for holding of the Meeting (i.e. by 11:00 a.m. on Wednesday, 6 September 2023) or any adjournment thereof.
- h. For the purpose of determining members who are qualified for attending the Meeting, the register of members of the Company will be closed from Tuesday, 5 September 2023 to Friday, 8 September 2023, both days inclusive, during which period no transfer of the Shares will be effected. In order to qualify for attending the Meeting, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Branch Registrar at the above address by no later than 4:30 p.m. on Monday, 4 September 2023.
- i. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- j. Any alteration made to this form should be initialled by the person who signs the form.
- k. All times and dates specified herein refer to Hong Kong local times and dates.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) "Personal Data" in these statements has the same meaning as "personal data" in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (the "PDPO").
- (ii) Your supply of the Personal Data to the Company is on a voluntary basis and is used for processing your instructions and/or requests as stated in this form of proxy.
- (iii) Your Personal Data will not be transferred to other third parties (other than the Branch Registrar of the Company) unless it is a requirement to do so by law, for example, in response to a court order or a law enforcement agency's request and will be retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request should be in writing addressed to the Personal Data Privacy Officer of Boardroom Share Registrars (HK) Limited, 2103B, 21/F, 148 Electric Road, North Point, Hong Kong.