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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)

**VOLUNTARY ANNOUNCEMENT
SHARE PURCHASE PURSUANT TO THE
2025 RESTRICTED SHARE AWARD SCHEME**

Reference is made to the announcement of DL Holdings Group Limited (the “**Company**”) dated 2 June 2025 (the “**Announcement**”) in relation to the adoption of the 2025 Restricted Share Award Scheme (the “**Scheme**”) by the Company. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

The trustee of the Scheme had on 15 December 2025 purchased a total of 2,380,000 shares of the Company (the “**Shares**”) from the market to hold on trust for the benefit of the Selected Participants pursuant to the terms and conditions of the Scheme and the Trust Deed. Details of the purchase are as follows:

Date of purchase : 15 December 2025

Total number of Shares purchased : 2,380,000 Shares

Percentage of the Shares purchased to the existing total number of Shares in issue (excluding treasury shares) as at the date of this announcement	:	Approximately 0.12%
Average purchase price per Share	:	Approximately HK\$1.70
Total purchase price (excluding all related expenses, transaction levy, brokerage, tax, duties and levies)	:	Approximately HK\$4,051,430

Since the adoption of the Scheme on 2 June 2025, the Company has purchased an aggregate of 30,090,000 Shares from the market with an average purchase price of approximately HK\$3.07 per Share for the purpose of the Scheme as the initial share award pool. As disclosed in the announcements of the Company dated 6 and 7 November 2025, the Company intends to implement the Scheme with a second share award pool target of 40,000,000 Shares purchased and to be purchased from the market (the “**2nd Share Award Pool**”), and to be distributed and vested according to individual performance and the scheme rules. As at the date of this announcement, the Company has purchased an aggregate of 40,000,000 Shares from the market with an average purchase price of approximately HK\$2.23 per Share for the 2nd Share Award Pool. The Board is pleased to announce that the 2nd Share Award Pool of approximately 40,000,000 Shares has been achieved.

The Board may in the near future decide and determine a larger target award pool amount, and will from time to time review and determine at its absolute discretion in accordance with the terms of the Scheme such number of Shares to be awarded to the Selected Participants, the amount of the award pool target and the number of Shares to be further purchased from the market as it may deem appropriate.

By order of the Board
DL Holdings Group Limited
Chen Ningdi

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 15 December 2025

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 Director is Mr. Wang Yiding; 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.