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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)

**COMPLETION OF SHARE TRANSACTION
IN RELATION TO THE SUBSCRIPTION OF
SHARES IN YOUNGTIMERS AG INVOLVING ISSUE
AND/OR TRANSFER OUT OF TREASURY OF
CONSIDERATION SHARES UNDER GENERAL MANDATE**

The Board is pleased to announce that all the conditions precedent set out in the Subscription Agreement have been fulfilled and the Completion took place on 13 January 2026.

References are made to the announcements of the Company dated 12 November 2025 and 5 December 2025 (the “**Announcements**”) in relation to, among other things, the subscription of shares in Youngtimers AG. Unless defined otherwise, capitalised terms used herein shall have the same meanings as those defined in the Announcements.

COMPLETION OF THE SUBSCRIPTION

The Board is pleased to announce that all the conditions precedent set out in the Subscription Agreement have been fulfilled and the Completion took place on 13 January 2026. Pursuant to the Subscription Agreement, (i) an aggregate of 19,047,618 YTME Subscription Shares have been allotted and issued to the Company (or its nominee) on 31 December 2025, and (ii) the Consideration Shares (being 17,901,639 Shares held in treasury by the Company) have been transferred out from treasury to YTME on 13 January 2026.

EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

The table below sets out the shareholding structure of the Company (i) immediately before the completion of the Subscription; and (ii) immediately after the completion of the Subscription:

	Immediately before the completion of the Subscription		Immediately after the completion of the Subscription	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
Mr. Chen Ningdi (an executive Director) and his spouse ⁽¹⁾	752,177,661	37.54%	752,177,661	37.21%
Mr. Ai Kuiyu (an executive Director) and his spouse	9,815,945	0.49%	9,815,945	0.49%
Mr. Lang Joseph Shie Jay (an executive Director) and his spouse	6,455,948	0.32%	6,455,948	0.32%
Ms. He Zhiying, an executive Director	6,125,971	0.31%	6,125,971	0.30%
Mr. Liu Chun, an independent non-executive Director	4,300,000	0.21%	4,300,000	0.21%
YTME	–	–	17,901,639	0.89%
Other public Shareholders	<u>1,224,888,864</u>	<u>61.13%</u>	<u>1,224,888,864</u>	<u>60.59%</u>
Total	<u><u>2,003,764,389</u></u>	<u><u>100.00%</u></u>	<u><u>2,021,666,028</u></u>	<u><u>100.00%</u></u>

Notes:

1. As at the date of this announcement, Mr. Chen is interested or deemed to be interested in (i) 562,109,297 Shares directly owned by DA Wolf Investments I Limited, of which Mr. Chen is the sole shareholder; (ii) 171,723,465 Shares held by Rapid Raise Investments Limited, the entire issued share capital of which is owned as to approximately 68.4% of the issued share capital by Mr. Chen and approximately 31.6% by Ms. Jiang Xinrong, spouse of Mr. Chen; (iii) 18,147,499 Shares held by Mr. Chen as beneficial owner; and (iv) 197,400 Shares held by Ms. Jiang Xinrong, spouse of Mr. Chen, as beneficial owner.
2. Based on the total number of issued Shares, (a) excluding 66,100,488 treasury shares immediately before Completion; or (b) excluding 48,198,849 treasury shares immediately after Completion.
3. Certain percentage figures in the above table are subject to rounding adjustments. Accordingly, figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

By Order of the Board
DL Holdings Group Limited
Chen Ningdi

Chairman, Chief Executive Officer and Executive Director

Hong Kong, 13 January 2026

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.