

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



DLC ASIA
DLC Asia Limited
衍匯亞洲有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8210)

**POLL RESULTS OF
THE ANNUAL GENERAL MEETING HELD ON 8 SEPTEMBER 2022**

The Board is pleased to announce that all the resolutions proposed at the AGM held on 8 September 2022 were duly passed.

The board of directors (the “**Board**”) of DLC Asia Limited (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on 8 September 2022 (the “**AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 March 2022.	299,887,500 100.00%	0 0.00%
2.	To re-elect Mr. Choi Man Ho as an executive director of the Company.	299,887,500 100.00%	0 0.00%
3.	To re-elect Mr. Shiu Kam Man as an executive director of the Company.	299,887,500 100.00%	0 0.00%
4.	To re-elect Mr. Voon David Hian-fook as an independent non-executive director of the Company.	299,887,500 100.00%	0 0.00%
5.	To authorize the board of directors of the Company to fix the respective directors’ remuneration.	299,887,500 100.00%	0 0.00%

* For identification purposes only

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
6.	To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorize the Board to fix the auditor's remuneration.	299,887,500 100.00%	0 0.00%
7.	To give a general mandate to the directors of the Company to purchase the Company's shares not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution (the " Repurchase Mandate ").	299,887,500 100.00%	0 0.00%
8.	To give a general mandate to the directors of the Company to issue, allot and deal with authorized and unissued shares of the Company not exceeding 20% of the total number of shares of the Company as at the date of passing of this resolution (the " Issue Mandate ").	299,887,500 100.00%	0 0.00%
9.	Conditional upon the passing of resolutions nos. 7 and 8, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of shares repurchased by the Company under the Repurchase Mandate.	299,887,500 100.00%	0 0.00%
Special Resolution		Number of Votes (%) ^{(Note (a))}	
		For	Against
10.	To approve the proposed amendments to the existing amended and restated memorandum and articles of association of the Company and to adopt the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of the existing amended and restated memorandum and articles of association of the Company.	299,887,500 100.00%	0 0.00%

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all the votes were cast in favour of each of the resolutions nos. 1 to 9, all such ordinary resolutions were duly passed. As not less than three-fourths of the votes were cast in favour of resolution no. 10, such special resolution was duly passed.
- (c) The total number of shares of the Company in issue as at the date of AGM: 800,000,000 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 800,000,000 shares.

- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in Rule 17.47A of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”): Nil.
- (f) The total number of shares of the Company that are required under the GEM Listing Rules to abstain from voting at the AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company’s circular dated 21 June 2022 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (i) Executive directors, namely Mr. Lau Ming Yeung, Lambert, Mr. Choi Man Ho, Mr. Ng Yu Fai and Mr. Shiu Kam Man; and independent non-executive directors, namely Mr. Voon David Hian-fook, Mr. Or Kevin and Mr. Wu Ping Lam Michael David attended the AGM.

By order of the Board
DLC Asia Limited
Lau Ming Yeung, Lambert
Chairman

Hong Kong, 8 September 2022

As at the date of this announcement, the executive directors of the Company are Mr. Lau Ming Yeung, Lambert, Mr. Choi Man Ho, Mr. Ng Yu Fai and Mr. Shiu Kam Man; and the independent non-executive directors of the Company are Mr. Voon David Hian-fook, Mr. Or Kevin and Mr. Wu Ping Lam Michael David.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors of the Company, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at “www.hkexnews.hk” for at least seven days from the date of its publication and on the Company’s website at “www.derivaasia.com”.