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DLC ASIA
DLC Asia Limited
衍匯亞洲有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8210)

**(I) POLL RESULTS OF
THE ANNUAL GENERAL MEETING HELD ON 11 SEPTEMBER 2024;
AND
(II) APPOINTMENT OF EXECUTIVE DIRECTOR**

The Board is pleased to announce that:

1. all the resolutions proposed at the AGM held on 11 September 2024 were duly passed; and
2. Ms. Shiu Carmen Yin Man has been appointed as an executive Director with effect from 11 September 2024 immediately after the conclusion of the AGM.

**POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON
11 SEPTEMBER 2024**

Reference is made to the announcement of DLC Asia Limited (the “**Company**”) dated 6 September 2024 in relation to the postponement of annual general meeting of the Company to 11 September 2024 (the “**AGM**”) due to bad weather.

* *For identification purpose only*

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that all the resolutions proposed at 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 2024.	306,027,500 (100.00%)	0 (0.00%)
2.	To re-elect Mr. Choi Man Ho as an executive Director.	306,027,500 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Voon David Hian-fook as an independent non-executive Director.	306,027,500 (100.00%)	0 (0.00%)
4.	To re-elect Mr. Wu Ping Lam Michael David as an independent non-executive Director.	306,027,500 (100.00%)	0 (0.00%)
5.	To authorize the Board to fix the respective Directors’ remuneration.	306,027,500 (100.00%)	0 (0.00%)
6.	To re-appoint SHINEWING (HK) CPA Limited as auditor of the Company and to authorize the Board to fix the auditor’s remuneration.	306,027,500 (100.00%)	0 (0.00%)
7.	To give a general mandate to the Directors to purchase the Company’s shares not exceeding 10% of the total number of issued shares of the Company (excluding any shares that are held as treasury shares, if any) as at the date of passing of this resolution (the “ Repurchase Mandate ”).	306,027,500 (100.00%)	0 (0.00%)
8.	To give a general mandate to the Directors to issue, allot and deal with authorized and unissued shares of the Company not exceeding 20% of the total number of issued shares of the Company (excluding any shares that are held as treasury shares, if any) as at the date of passing of this resolution (the “ Issue Mandate ”).	306,027,500 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%) ^{(Note (a))}	
		For	Against
9.	Conditional upon the passing of resolutions nos. 7 and 8, to extend the Issue Mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company, including the resale and transfer of treasury shares, by the aggregate number of shares repurchased by the Company under the Repurchase Mandate.	306,027,500 (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.
- (c) As at the date of the AGM, the total number of shares of the Company in issue was 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) There were (i) no treasury shares held by the Company (including any treasury shares held or deposited with CCASS) as at the date of the AGM and as such no voting rights of treasury shares have been exercised at the AGM; and (ii) no repurchased shares of the Company which are pending cancellation and should be excluded from the total number of shares of the Company in issue for the purpose of the AGM.
- (h) None of the shareholders of the Company have stated their intention in the Company’s circular dated 18 June 2024 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (i) The Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (j) All executive Directors, namely Mr. Lau Ming Yeung, Lambert, Mr. Choi Man Ho, Mr. Ng Yu Fai and Mr. Shiu Kam Man; and all independent non-executive Directors, namely Mr. Voon David Hian-fook, Mr. Or Kevin and Mr. Wu Ping Lam Michael David attended the AGM.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is also pleased to announce that, Ms. Shiu Carmen Yin Man (“**Ms. Shiu**”) has been appointed as an executive Director with effect from 11 September 2024 immediately after the conclusion of the AGM.

The biographical details of Ms. Shiu are set out below:

Ms. Shiu, aged 41, obtained a bachelor’s degree with a major in economics and a minor in commerce from the University of British Columbia in 2005 and a master’s degree in finance with a major in financial engineering from the University of Hong Kong in 2009. Ms. Shiu has close to 20 years of experience in the derivative brokerage industry in Hong Kong. Prior to joining the Group in April 2020, she had previously worked as a broker in equity derivatives in Asia at BGC Securities (Hong Kong) LLC from February 2008 to December 2019 and as a sales trader in equity derivatives at MF Global Hong Kong Limited from October 2005 to January 2008. Ms. Shiu is the younger sister of Mr. Shiu Kam Man, an executive Director.

Ms. Shiu is currently licensed by the Securities and Futures Commission to act as a licensed representative to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities of De Riva Asia Limited, the principal operating subsidiary of the Company, since April 2020 when she first joined the Group.

Ms. Shiu has entered into a service agreement with the Company as an executive Director for a term of three years commencing on 11 September 2024 and renewable automatically for successive terms of one year each commencing from the day next after the expiry of the then current term of Ms. Shiu’s appointment until terminated in accordance with the provisions under the service agreement. She is entitled to an annual director’s remuneration of HK\$120,000 and she may receive a discretionary bonus in respect of each financial year of the Company as determined by the Board in such sum with reference to the overall operating results of the Company and her performance of duties. The remuneration of Ms. Shiu was determined by the Board with reference to her qualification, duties and responsibilities with the Company, the remuneration policy of the Company and the prevailing market conditions. Her term of office as an executive Director is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

As at the date of this announcement, Ms. Shiu is interested 18,000,000 ordinary shares of HK\$0.01 each in the issued share capital of the Company, being awarded shares awarded by the Company to Ms. Shiu under the share award scheme of the Company adopted on 4 April 2019.

Save as disclosed above, as at the date of this announcement, Ms. Shiu (i) does not have, and is not deemed to have, any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations which are required to be disclosed under Part XV of the Securities and Future Ordinance (Chapter 571 of the Laws of Hong Kong); (ii) does not have any relationship with any other Directors, senior management, substantial or controlling shareholders of the Company; (iii) does not hold any other position with the Company or any of its subsidiaries; and (iv) does not have other directorships held in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the date of this announcement, save as disclosed above, there are no other matters concerning Ms. Shiu that need to be brought to the attention of the shareholders of the Company nor any information to be disclosed pursuant to Rule 17.50(2) of the GEM Listing Rules.

The Board would like to express its warm welcome to Ms. Shiu on her appointment to the Board.

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

Hong Kong, 11 September 2024

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

This announcement, for which the Directors 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, 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”.