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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)

**PROPOSED ADOPTION OF AMENDED AND RESTATED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

This announcement is made by DLC Asia Limited (the “**Company**”) pursuant to Rule 17.50(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by the Stock Exchange in November 2021, the GEM Listing Rules have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 “Core Standards” for shareholder protections for issuers set out in Appendix 3 of GEM Listing Rules. Furthermore, the Company proposes to modernise the memorandum and articles of association of Company (the “**Memorandum and Articles of Association**”) and provide flexibility to the Company in relation to the conduct of general meetings. As such, the board of directors of the Company (the “**Board**”) proposes to make certain amendments to the Memorandum and Articles of Association for the purposes of, among others, (i) bringing the relevant provisions of the Memorandum and Articles of Association in line with the amendments made to GEM Listing Rules and the applicable laws and procedures of the Cayman Islands; (ii) permitting a general meeting of the Company to be held as, in addition to a physical meeting, an electronic meeting or a hybrid meeting where shareholders of the Company (the “**Shareholders**”) may attend the general meeting remotely through electronic means in addition to physical attendance in person; and (iii) making other consequential and housekeeping changes (collectively, the “**Amendments**”).

The Board also proposes to adopt the new amended and restated Memorandum and Articles of Association in substitution for, and to the exclusion of, the existing Memorandum and Articles of Association.

The proposed adoption of the new amended and restated Memorandum and Articles of Association shall be subject to the passing of a special resolution by the Shareholders at the forthcoming annual general meeting of the Company currently scheduled to be held on 8 September 2022 (the “AGM”). A circular containing, among others, details of the proposed Amendments and a notice convening the AGM will be despatched to the Shareholders as soon as practicable.

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

Hong Kong, 20 June 2022

As at the date of this announcement, the executive Directors 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 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 Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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”.

* *For identification purposes only*