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Dalipal Holdings Limited

達力普控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1921)

WAIVER FROM STRICT COMPLIANCE WITH RULES 3.28 AND 8.17 OF THE LISTING RULES

Reference is made to the announcement of Dalipal Holdings Limited (the “**Company**”) dated 10 September 2021 (the “**Announcement**”) in relation to the change of, among others, joint company secretary of the Company.

As disclosed in the Announcement, Mr. Chow Calvin Cheuk Yin (“**Mr. Chow**”), who possesses the requisite qualification and experience as required under Rules 3.28 and 8.17 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), has resigned as a joint company secretary of the Company with effect from 10 September 2021. Following Mr. Chow’s resignation, the waiver (the “**2019 Waiver**”) from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules granted by the Stock Exchange to the Company for Ms. Wong Gianne (“**Ms. Wong**”) to be appointed as a joint company of the Company despite she does not possess the specific qualifications strictly required by Rule 3.28 of the Listing Rules has been revoked. The 2019 Waiver was granted by the Stock Exchange on the condition that Mr. Chow is engaged as a joint company secretary and provides assistance to Ms. Wong for an initial period of two years from the date of listing of the Company on 8 November 2019 or until Ms. Wong has obtained the academic or professional qualifications acceptable by the Stock Exchange as stipulated by Rule 3.28 of the Listing Rules, whichever is earlier.

In light of Mr. Chow’s resignation as a joint company secretary of the Company and the appointment of Mr. Cheung Ting Pong (“**Mr. Cheung**”), who possesses the requisite qualification and experience as required under Rules 3.28 and 8.17, as a joint company secretary of the Company in place of Mr. Chow, the Company has applied for, and the Stock Exchange has granted, a new waiver (the “**New Waiver**”) from strict compliance with the requirements of Rules 3.28 and 8.17 of the Listing Rules for the remaining waiver period (i.e. from the date of appointment of Mr. Cheung to 7 November 2021) (the “**Remaining Waiver Period**”) on the following conditions:

- (1) Ms. Wong will be assisted by Mr. Cheung during the Remaining Waiver Period; and
- (2) the New Waiver could be revoked if there are material breaches of the Listing Rules by the Company.

Before the end of the Remaining Waiver Period, the Company shall demonstrate and seek the Stock Exchange's confirmation that Ms. Wong, having had the benefit of Mr. Cheung's assistance during the Remaining Waiver Period, has attained the relevant experience and is capable of discharging the functions of company secretary under Rule 3.28 of the Listing Rules such that a further waiver will not be necessary. The Stock Exchange may also withdraw or change the New Waiver if the Company's situation changes.

By virtue of Mr. Cheung's experience and qualifications, the Company is of the opinion that Mr. Cheung is a suitably qualified person to render assistance to Ms. Wong so as to enable Ms. Wong to acquire the relevant experience as is required of a company secretary under Note 2 to Rule 3.28 of the Listing Rules and to discharge the functions of a company secretary of a listed issuer. Mr. Cheung will also provide adequate training and guidance to Ms. Wong during the Remaining Waiver Period. Set out below is the biographical information of Mr. Cheung:

Mr. Cheung Ting Pong, aged 41, has over 15 years of experience in financial operations. He holds a bachelor's degree in business administration (accountancy) from the City University of Hong Kong and a master's degree in business administration from the University of Manchester in the United Kingdom. Mr. Cheung is a fellow member of the Institute of Chartered Accountants in England and Wales and also a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. Cheung current holds or has held various positions in the following listed companies:

Name of entity	Period of service	Position(s)
Hope Life International Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1683)	From February 2021 to present	Independent non-executive director
Longhui International Holdings Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1007)	From June 2020 to present	Independent non-executive director
Future Data Group Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8229)	From July 2021 to August 2021	One of the joint company secretaries
Munsun Capital Group Limited (now known as Bay Area Gold Group Limited), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1194)	From November 2016 to January 2017	Company secretary

Name of entity	Period of service	Position(s)
Sanbase Corporation Limited, the shares of which are listed on GEM of the Stock Exchange (stock code: 8501)	From July 2017 to October 2019	Executive director and non-executive director
Modern Dental Group Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 3600)	From March 2011 to October 2016	Executive director, chief financial officer and company secretary

By Order of the Board
Dalipal Holdings Limited
Meng Fanyong
Chairman and Executive Director

Hong Kong, 29 September 2021

As at the date of this announcement, the Board comprises Mr. Meng Fanyong, Mr. Zhang Hongyao, Ms. Xu Wenhong, Mr. Meng Yuxiang, Ms. Gan Shuya and Mr. Yin Zhixiang, as the executive Directors; and Mr. Guo Kaiqi, Mr. Wong Jovi Chi Wing and Mr. Cheng Haitao as the independent non-executive Directors.