

DFI RETAIL GROUP HOLDINGS LIMITED

CERTIFIED A TRUE EXTRACT from the MINUTES of the ANNUAL GENERAL MEETING of the SHAREHOLDERS of DFI RETAIL GROUP HOLDINGS LIMITED held on 4th May 2023

“5. **AUDITORS**

RESOLVED THAT:-

PricewaterhouseCoopers, Hong Kong be appointed as the Auditors until the conclusion of the next Annual General Meeting and THAT the Directors be authorised to fix their remuneration.

6. **DIRECTORS' MANDATE TO ISSUE NEW SHARES**

RESOLVED THAT:-

- (a) the exercise by the Directors during the Relevant Period (being the period from the passing of this Resolution until the earlier of the conclusion of the next Annual General Meeting, or the expiration of the period within which such meeting is required by law to be held, or the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in a general meeting) of all powers of the Company to allot or issue shares and to make and grant offers, agreements and options which would or might require shares to be allotted, issued or disposed of during or after the end of the Relevant Period up to an aggregate nominal amount of US\$25.1 million, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted wholly for cash (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (being an offer of shares or other securities to holders of shares or other securities on the Register on a fixed record date in proportion to their then holdings of such shares or other securities or otherwise in accordance with the rights attaching thereto (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory)), or the issue of shares pursuant to the Company's share-based long-term incentive plans, shall not exceed US\$3.8 million, and the said approval shall be limited accordingly.”

Certified A True Extract
DFI RETAIL GROUP HOLDINGS LIMITED



Philip Barnes
Deputy Company Secretary

Date: 4th May 2023