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*Unless otherwise defined herein, capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 14 May 2015 (the “**Prospectus**”) issued by D&G Technology Holding Company Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933 (the “**U.S. Securities Act**”). The securities may not be offered or sold, pledged or transferred within the United States except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.*

*In connection with the Global Offering, BOCOM International Securities Limited has been appointed as the stabilising manager (the “**Stabilising Manager**”) or any person acting for it, for themselves and on behalf of the Underwriters, may over-allocate or effect transactions with a view of supporting the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period beginning on the Listing Date and expected to end on the 30th day after the last day for lodging applications under the Public Offer. However, there is no obligation on the Stabilising Manager or any person acting for it to do this. Such stabilisation, if commenced, will be conducted at the absolute discretion of the Stabilising Manager and may be discontinued at any time. Any such stabilising activity is required to be brought to an end on the 30th day after the last day for lodging applications under the Public Offer. Such stabilisation action, if commenced, may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including the Securities and Futures (Price Stabilising) Rules (Chapter 571W of the Laws of Hong Kong). An announcement will be made on the Stock Exchange’s website at www.hkexnews.hk and the Company’s website at www.dgtechnology.com within seven days of the expiration of the stabilising period in compliance with the Securities and Futures (Price Stabilising) Rules (Chapter 571W of the Laws of Hong Kong). No stabilising action can be taken to support the price of the Shares for longer than the aforesaid stabilisation period. After this period, no further stabilising action may be taken, and demand for the Shares, and therefore the price of the Shares, could fall.*

In connection with the Share Offer, the Company has granted the Over-allotment Option to the Sole Global Coordinator on behalf of the International Underwriters, exercisable at any time from the Listing Date until the 30th day after the last day for lodging of applications under the Hong Kong Public Offering, to require us to issue up to an aggregate of 22,500,000 additional Shares, representing 15% of the initial Offer Shares, at the Offer Price, to cover over-allocations in the International Offering, if any. As at the date of this announcement, the Over-allotment Option has not been exercised.

Potential investors of the Hong Kong Offer Shares should note that the Sole Global Coordinator (for themselves and on behalf of the Hong Kong Underwriters) have the right, at their sole and absolute discretion, to terminate the obligations under the Hong Kong Underwriting Agreement upon giving notice in writing to the Company if any of the events set out in the section headed “Underwriting – Grounds for termination by the Hong Kong Underwriters” in the Prospectus occurs at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date (which is currently expected to be on Wednesday, 27 May 2015).



D&G Technology Holding Company Limited
德基科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 150,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 75,000,000 Shares (as adjusted after reallocation)
Number of International Offer Shares	: 75,000,000 Shares (as adjusted after reallocation and subject to the Over-allotment Option)
Offer Price	: HK\$2.28 per Offer Share, excluding brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005%
Nominal value	: HK\$0.01 per Share
Stock code	: 1301

Sole Sponsor



Sole Global Coordinator



Joint Bookrunners and Joint Lead Managers

