

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set out below.

“affiliate”	any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person
“Anxin LP”	Tianjin Anxin Equity Investment Fund Partnership Enterprise (Limited Partnership)* (天津安興股權投資基金合夥企業(有限合夥)), a limited partnership established in the PRC on 30 July 2010, a private equity investor in the PRC and an Independent Third Party
[REDACTED]	[REDACTED]
“Articles of Association” or “Articles”	the articles of association of our Company, conditionally adopted on 6 May 2015 to take effect on the Listing Date, and as amended from time to time
“associate”	has the meaning ascribed thereto under the Listing Rules
“Balama Engineering”	Balama Prima Engineering Company Limited (百萊瑪工程有限公司), a limited liability company incorporated in Hong Kong on 1 August 1986 and held as to 40% by Mr. Choi, 20% by Ms. Tin, 20% by Mr. Derek Choi and 20% by Ms. Glendy Choi, respectively
“Beijing Branch Office of Langfang D&G”	Langfang D&G Machinery Technology Company Limited Beijing Branch Office* (廊坊德基機械科技有限公司北京分公司), a branch office of Langfang D&G established in the PRC on 12 December 2014
“Beijing D&G”	Beijing D&G Machinery Company Limited* (北京德基機械有限公司), a limited liability company established in the PRC on 5 February 1999; Beijing D&G was wholly-owned by Langfang D&G prior to 4 December 2014 and has been wholly-owned by Beijing Weilifei since 4 December 2014
“Beijing Weilifei”	Beijing Weilifei Technical Service Co. Ltd.* (北京威力菲技術服務有限公司), a wholly foreign owned enterprise established in the PRC on 14 December 1995 and held as to 40% by Mr. Choi, 20% by Ms. Tin, 20% by Mr. Derek Choi and 20% by Ms. Glendy Choi, respectively

DEFINITIONS

“Board of Directors” or “Board”	the board of directors of our Company
“BOCOM International (Asia)” or “Sole Sponsor”	BOCOM International (Asia) Limited, a licensed corporation under the SFO permitted to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
“[REDACTED]” or “Sole Global Coordinator”	[REDACTED]
“Boyongjin LP”	Ningbo Boyongjin Equity Investment Partnership Enterprise (Limited Partnership)* (寧波博湧金股權投資合夥企業(有限合夥)), a limited partnership established in the PRC on 1 December 2010, a private equity investor in the PRC and an Independent Third Party
“Business Day”	any day (other than Saturday and Sunday) in Hong Kong on which banks in Hong Kong are open generally for normal banking business
“BVI”	the British Virgin Islands
“BVI-Decai”	Decai Investment Holding Company Limited (德才投資控股有限公司), a limited liability company incorporated in the BVI on 1 August 2014 and wholly-owned by 34 PRC employees of our Group who are also Independent Third Parties. BVI-Decai is an Independent Third Party
“BVI-Denmike”	Denmike Investment Company Limited (丹麥投資有限公司), a limited liability company incorporated in the BVI on 1 August 2014 and wholly-owned by Mr. Lao Kam Chi (劉金枝), our executive Director
“BVI-DY”	DY Investment Holding Company Limited (德英投資控股有限公司), a limited liability company incorporated in the BVI on 1 August 2014 and wholly-owned by 43 PRC employees of our Group who are also Independent Third Parties. BVI-DY is an Independent Third Party

DEFINITIONS

“BVI-Fair Silver”	Fair Silver International Ltd., a limited liability company incorporated in the BVI on 26 February 2014 and wholly-owned by Mr. Chan Hak (陳克), a director of Well Silver and the younger brother of Mr. Lewis Chan, our non-executive Director
“BVI-Prima DG”	Prima DG Investment Holding Company Limited (翰名投資控股有限公司), a limited liability company incorporated in the BVI on 1 August 2014 and held as to 40%, 20%, 20% and 20% by the Choi Family Founders, respectively, one of our Controlling Shareholders
“BVI-Wonderful”	Wonderful Investment Holding Company Limited (穩德豐投資控股有限公司), a limited liability company incorporated in the BVI on 1 August 2014 and wholly-owned by Mr. Yu Ronghua (俞榮華), our executive Director
“BVI-Zacks Vroom”	Zacks Vroom Investment Company Limited (鴻豐隆投資有限公司), a limited liability company incorporated in the BVI on 1 August 2014 and wholly-owned by Mr. Liu Tom Jing-zhi (劉敬之), the son-in-law of the elder brother of Mr. Choi, our executive Director
“BW Enterprise”	BW Enterprise Company Limited (百威企業有限公司), a limited liability company incorporated in Hong Kong on 26 April 2006, an indirect wholly-owned subsidiary of our Company
“Capitalisation Issue”	the issue of [REDACTED] Shares to be made upon capitalisation of an amount of HK\$[REDACTED] standing to the credit of the share premium account of our Company referred to under “Further information about our Group – 3. Resolutions in writing passed by our Shareholders on 6 May 2015” in Appendix IV to this document
“Capitalisation of the Loans”	the issue of Shares to be made upon capitalisation of the Prima DG Shareholder’s Loan, the HK\$1.4M Loan and the Diamond Strong Loan in full
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant

DEFINITIONS

“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Participant”	a CCASS Clearing Participant or a CCASS Custodian Participant or a CCASS Investor Participant
“CCID”	CCID Consulting Company Limited, an Independent Third Party, a PRC based professional market research and consulting firm listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (stock code: 8235)
“CCID Report”	the industry report prepared by CCID, the details of which are set out in the section headed “Industry Overview” in this document
“Choi Family Founders”	Mr. Choi, Ms. Tin, Mr. Derek Choi and Ms. Glendy Choi; and where the context so requires, in this particular order when referred to in this document
“close associate”	has the meaning ascribed to it under the Listing Rules
“Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance of Hong Kong (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance of Hong Kong (Chapter 32 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	D&G Technology Holding Company Limited (德基科技控股有限公司), an exempted company incorporated on 11 September 2014 with limited liability under the laws of the Cayman Islands
“connected person”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Controlling Shareholders”	has the meaning ascribed thereto under the Listing Rules and, in the context of this document, means the controlling shareholders of our Company immediately after the [REDACTED] and the Capitalisation Issue, being each member of the Choi Family Founders and BVI-Prima DG
“Conventional Plant”	conventional hot-mix asphalt mixing plant
“core connected person”	has the meaning ascribed to it under the Listing Rules
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會)
“Deed of Indemnity”	the deed of indemnity dated 6 May 2015 executed by our Controlling Shareholders in favour of our Company, particulars of which are set out in the section headed “Statutory and General Information – Other Information – 18. Tax and Other indemnities” in this document
“Deed of Non-competition”	the deed of non-compete undertakings dated 6 May 2015 executed by our Controlling Shareholders in favour of our Company, particulars of which are set out in the section headed “Relationship with Controlling Shareholders – Non-competition Undertaking” in this document
“Denmike”	Denmike Investment Co., Limited (丹麥投資有限公司), a limited liability company incorporated in Hong Kong on 21 January 2011, an indirect wholly-owned subsidiary of our Company
“DGHK”	Hong Kong D&G Machinery Company Limited (香港德基機械有限公司), a limited liability company incorporated in Hong Kong on 7 July 2014, an indirect wholly-owned subsidiary of our Company
“Diamond Strong”	Diamond Strong Limited (常剛有限公司), a limited liability company incorporated in Hong Kong on 10 December 1985 and held as to 40% by Mr. Choi, 20% by Ms. Tin, 20% by Mr. Derek Choi and 20% by Ms. Glendy Choi, respectively
“Diamond Strong Loan”	the interest-free on-demand shareholder’s loan in the amount of HK\$58,120,000 advanced by BVI-Prima DG to our Company in 15 tranches between 7 January 2015 and 21 January 2015;

DEFINITIONS

“Director(s)”	the director(s) of our Company
“Exchangeable Bond”	the exchangeable bond in the aggregate principal amount of US\$8,000,000 issued by BVI-Prima DG to Regal Sky on 3 November 2014 pursuant to the Exchangeable Bond Subscription Agreement
“Exchangeable Bond Subscription Agreement”	the exchangeable bond subscription agreement dated 27 October 2014 (as amended by a supplemental agreement dated 31 December 2014, a second supplemental agreement dated 30 January 2015 and a third supplemental agreement dated 24 February 2015) entered into among the Controlling Shareholders and Regal Sky pursuant to which BVI-Prima DG agreed to issue and Regal Sky agreed to subscribe for the Exchangeable Bond
“E.U.”	the European Union
“Euro” or “€” or “EUR”	the lawful currency of the member states of the European Union that adopted the single currency in accordance with the Treaty establishing the European Community (signed in Rome on 25 March 1957), as amended by the Treaty on European Union (signed in Maastricht on 7 February 1992)
“GDP”	gross domestic product
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group”, “our Group”, “we”, “us” or “our”	our Company and its subsidiaries or, where the context so requires in respect of the period before our Company became the holding company of our present subsidiaries, the present subsidiaries of our Company and the business carried on by such subsidiaries or (as the case may be) their predecessors
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]	[REDACTED]
“HK\$1.4M Loan”	the interest-free on-demand shareholder’s loan in the amount of HK\$1,400,000 advanced by BVI-Prima DG to our Company on 20 November 2014
“HKFRSs”	Hong Kong Financial Reporting Standards
“HKSCC”	Hong Kong Securities Clearing Company Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Companies”	BW Enterprise, Zacks Vroom, Well Silver and Denmike; and where the context so requires, in this particular order when referred to in this document
“Hong Kong dollars”, “HK dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong Share Registrar”	[REDACTED]
“Hong Kong Underwriters”	the several underwriters of the Hong Kong [REDACTED] listed in the section titled “Underwriting – Hong Kong Underwriters”
“Hong Kong Underwriting Agreement”	the underwriting agreement dated 13 May 2015 relating to the Hong Kong [REDACTED] entered into among us, our Controlling Shareholders and the Hong Kong Underwriters
“IFRS”	International Financial Reporting Standards

DEFINITIONS

“Independent Third Party(ies)”	a party which is not connected (as defined in the Listing Rules) to the directors, substantial shareholders or chief executive of our Company or our subsidiaries and their respective associates
“insignificant subsidiary”	has the meaning ascribed to it under the Listing Rules
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“International Underwriters”	the several underwriters of the [REDACTED] expected to enter into the International Underwriting Agreement to underwrite the [REDACTED]
“International Underwriting Agreement”	the International Underwriting Agreement relating to the [REDACTED] and to be entered into among us and the International Underwriters on or about the [REDACTED]
“Joint Bookrunners”	[REDACTED]
“Joint Lead Managers”	[REDACTED]
“Langfang D&G”	Langfang D&G Machinery Technology Co., Ltd* (廊坊德基機械科技有限公司), a limited liability company established in the PRC on 21 August 2006, an indirect wholly-owned subsidiary of our Company, formerly known as Langfang D&G Machinery Technology Co., Ltd.* (廊坊德基機械科技股份有限公司), a joint stock limited liability company, from 30 June 2011 to 23 November 2014, and as Langfang D&G Machinery Co., Ltd.* (廊坊德基機械有限公司), a limited liability company, prior to 30 June 2011

DEFINITIONS

“Langfang Decai”	Langfang Decai Investment Consulting Company Limited* (廊坊德才投資諮詢有限公司), a limited liability company established in the PRC on 30 January 2011 and wholly-owned by 34 PRC employees of the Group who are Independent Third Parties; Langfang Decai is an Independent Third Party
“Langfang Deying”	Langfang Deying Investment Consulting Company Limited* (廊坊德英投資諮詢有限公司), a limited liability company established in the PRC on 30 January 2011 and wholly-owned by 43 PRC employees of the Group who are Independent Third Parties; Langfang Deying is an Independent Third Party
“Latest Practicable Date”	4 May 2015, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
“Listing”	the listing of our Shares on the Main Board of the Stock Exchange
“Listing Committee”	the Listing Committee of the Stock Exchange
“Listing Date”	the date on which dealings in our Shares first commence on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time)
“Macao”	the Macao Special Administrative Region of the PRC
“Main Board”	the stock market operated by the Stock Exchange, which excludes the Growth Enterprise Market of the Stock Exchange and the options market
“Memorandum of Association” or “Memorandum”	the memorandum of association of our Company, as amended from time to time
“MOFCOM”	the Ministry of Commerce of the PRC
“Mr. Choi”	Mr. Choi Hung Nang (蔡鴻能), our Chairman and executive Director and a Controlling Shareholder

DEFINITIONS

“Mr. Derek Choi”	Mr. Choi Hon Ting, Derek (蔡翰霆), formerly known as Mr. Choi Kwan Wai, Derek (蔡群威), son of Mr. Choi and Ms. Tin, our executive Director and a Controlling Shareholder
“Mr. Lewis Chan”	Mr. Chan Lewis (陳令紘), formerly known as Mr. Chan Yeung (陳氫), our non-executive Director and the elder brother of Mr. Chan Hak, the sole director of Well Silver
“Ms. Glendy Choi”	Ms. Choi Kwan Li, Glendy (蔡群力), daughter of Mr. Choi and Ms. Tin, our executive Director and a Controlling Shareholder
“Ms. Tin”	Ms. Tin Suen Chu (田瑄珠), spouse of Mr. Choi, the mother of Mr. Derek Choi and Ms. Glendy Choi, and a Controlling Shareholder
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“OFAC”	the United States Department of Treasury’s Office of Foreign Assets Control
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Offshore Employee Holding Entities”	BVI-DY, BVI-Decai and BVI-Wonderful; and where the context so requires, in this particular order when referred to in this document

DEFINITIONS

[REDACTED]

[REDACTED]

“PBOC”

People’s Bank of China (中國人民銀行), the central bank of China

“Ping’an Caizhi”

Ping’an Caizhi Investment Management Company Limited* (平安財智投資管理有限公司), a limited liability company established in the PRC on 26 September 2008, a private equity investor in the PRC and an Independent Third Party

“PRC” or “China”

the People’s Republic of China and, except where the context requires and only for the purpose of this document, references in this document to the PRC or China do not include Taiwan, Hong Kong or Macao

“PRC Employee Holding Entities”

Wendefeng LP, Langfang Deying and Langfang Decai; and where the context so requires, in this particular order when referred to in this document

“PRC Government”

the central government of China and its political subdivisions, including provincial, municipal and other regional or local government bodies or, as the context requires, any of them

“PRC Legal Advisers”

Chen & Co. Law Firm, the legal advisers to our Company as to PRC law

“PRC PE Investors”

Ping’an Caizhi, Boyongjin LP, Zhongshen LP, Shengbang Huimin and Anxin LP; and where the context so requires, in this particular order when referred to in this document

DEFINITIONS

[REDACTED]

[REDACTED]

“Prima DG Shareholder’s Loan”	the interest-free on-demand shareholder’s loan in the amount of HK\$146,342,100.93 advanced by BVI-Prima DG to our Company in eight tranches between 10 October 2014 and 25 November 2014
“Recycling Plant”	hot-mix asphalt mixing recycling plant
“Regal Sky”	Regal Sky Holdings Limited, a company incorporated in the BVI on 20 May 2014, an investment holding company and an Independent Third Party
“Regal Sky Loan”	the interest-free loan in the amount of US\$5,000,000 advanced by Regal Sky to BVI-Prima DG on 1 November 2014
“Regulation S”	Regulation S under the U.S. Securities Act
“Reorganisation”	the reorganisation of the business comprising our Group, as described in the section headed “History, Reorganisation and Corporate Structure – Reorganisation” in this document
“Rich Benefit”	Rich Benefit International Limited (萬利國際有限公司), a limited liability company incorporated in the BVI on 23 May 2014, a direct wholly-owned subsidiary of our Company
“RMB” or “Renminbi”	Renminbi Yuan, the lawful currency of the PRC
“SAFE”	the State Administration of Foreign Exchange of the PRC
“Sanctioned Countries”	countries which are the targets of economic sanctions as administered by the OFAC, under the laws of other countries and under international law, such as Libya and Russia
“Sanctioned Persons”	certain persons and entities listed on OFAC’s Specially Designated Nationals and Blocked Person List or other restricted parties lists maintained by the E.U., Australia or the U.N.
“SFC”	the Securities and Futures Commission of Hong Kong

DEFINITIONS

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares issued by our Company, with a nominal value of HK\$0.01 each
“Share Option Scheme”	the share option scheme conditionally approved by our Company on 6 May 2015, the principal terms of which are summarised under the section headed “Other Information – 16. Share Option Scheme” in Appendix IV to this document
“Shareholder(s)”	holder(s) of our Shares
“Shengbang Huimin”	Beijing Shengbang Huimin Venture Investment Company Limited* (北京盛邦惠民創業投資有限責任公司), a limited liability company established in the PRC on 25 May 2009, a private equity investor in the PRC and an Independent Third Party
“Shenzhen D&G”	Shenzhen D&G Machinery Company Limited* (深圳德基機械有限公司), a limited liability company established in the PRC on 2 April 2003 and deregistered on 30 September 2014
“sq.m.”	square metre(s)
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it in section 2 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance
“substantial shareholder”	a person who is entitled to exercise, or control the exercise of, 10% or more of the voting power at any of our general meetings

DEFINITIONS

“Takeover Code”	the Codes on Takeovers and Merges and Share Repurchases issued by the SFC, as amended, supplemented or otherwise modified from time to time
“Tianjin D&G”	Tianjin D&G Machinery Equipment Leasing Company Limited* (天津德基機械設備租賃有限公司), a limited liability company established in the PRC on 27 August 2010, an indirect wholly-owned subsidiary of our Company
“Track Record Period”	the three years ended 31 December 2012, 2013 and 2014
“Twelfth Five-Year Plan”	a series of economic development initiatives established by the PRC government for the five years from 2011 to 2015 (《中華人民共和國國民經濟和社會發展十二五規劃綱要》)
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“U.N.”	the United Nations
“UNSC”	the United Nations Security Council
“United States” or “U.S.”	the United States of America
“US\$” or “U.S. dollars”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder
“Well Silver”	Well Silver Corporation Limited (銀佳興業有限公司), a limited liability company incorporated in Hong Kong on 22 July 2010, an indirect wholly-owned subsidiary of our Company
“Wendefeng LP”	Shanghai Wendefeng Investment Management Partnership Enterprise (Limited Partnership)* (上海穩德豐投資管理合夥企業(有限合夥)), a limited partnership established in the PRC on 25 January 2011. It is held as to 99.5% and 0.5% by Yu Ronghua (俞榮華), our executive Director, and Liu Dan (劉旦), an Independent Third Party, respectively

DEFINITIONS

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Zacks Vroom”

Zacks Vroom Investment Co., Limited (鴻豐隆投資有限公司), a limited liability company incorporated in Hong Kong on 20 January 2011, an indirect wholly-owned subsidiary of our Company

“Zhongshen LP”

Shanghai Zhongshen High-tech Equipment Investment Centre (Limited Partnership)* (上海中甚高技術裝備投資中心(有限合夥)), a limited partnership established in the PRC on 24 March 2011, a private equity investor in the PRC and an Independent Third Party

“%”

per cent

If there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC mentioned in this document and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such PRC entities are provided for identification purposes only and are marked with “*”.