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## **D&G Technology Holding Company Limited**

**德基科技控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1301)**

### **STABILISING ACTIONS, END OF STABILISATION PERIOD AND PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by BOCOM International Securities, the Sole Global Coordinator, (on behalf of the International Underwriters) on 18 June 2015 in respect of 19,258,000 additional new Shares (the “**Over-allotment Shares**”), representing approximately 12.8% of the Offer Shares initially available under the Global Offering. The Over-allotment Shares will be allotted and issued by the Company at HK\$2.28 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering.

The Company further announces that the stabilisation period in connection with the Global Offering ended on 18 June 2015.

The Company was informed that the stabilising actions undertaken by BOCOM International Securities, the Stabilising Manager and the Sole Global Coordinator, or any person acting for it, during the stabilisation period involved:

- (i) over-allocations of an aggregate of 22,500,000 Shares in the International Offering, representing 15% of the Offer Shares initially available under the Global Offering;
- (ii) borrowing of an aggregate of 22,500,000 Shares by BOCOM International Securities from BVI-Prima DG to cover the over-allocations in the International Offering;
- (iii) purchases of an aggregate of 3,242,000 Shares in the price range of HK\$2.27 to HK\$2.28 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the market during the stabilisation period. The last purchase made by the BOCOM International Securities on the market during the course of stabilisation period was on 11 June 2015 at the price of HK\$2.28 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%); and
- (iv) the partial exercise of the Over-allotment Option by BOCOM International Securities (on behalf of the International Underwriters) on 18 June 2015 in respect of 19,258,000 additional new Shares, representing approximately 12.8% of the Offer Shares initially available under the Global Offering, to be allotted and issued by the Company at the Offer Price to facilitate the return of part of the 22,500,000 borrowed Shares to BVI-Prima DG.

## **PARTIAL EXERCISE OF THE OVER-ALLOTMENT OPTION**

The Company announces that the Over-allotment Option described in the Prospectus was partially exercised by BOCOM International Securities, the Sole Global Coordinator, (on behalf of the International Underwriters) on 18 June 2015 in respect of 19,258,000 additional new Shares, representing approximately 12.8% of the Offer Shares initially available under the Global Offering.

The Over-allotment Shares will be allotted and issued by the Company at HK\$2.28 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%), being the Offer Price per Offer Share under the Global Offering. Approvals for the listing of and permission to deal in the Over-allotment Shares have already been granted by the Listing Committee of the Stock Exchange.

Pursuant to the Stock Borrowing Agreement, BOCOM International Securities borrowed 22,500,000 Shares from BVI-Prima DG to cover over-allocations in the International Offering. The Over-allotment Shares will be used to facilitate the return of part of the 22,500,000 borrowed Shares which were used solely to cover the over-allocations in the International Offering to BVI-Prima DG.

As disclosed in the Prospectus, pursuant to the terms of the Regal Sky Loan, BVI-Prima DG shall also transfer to Regal Sky Shares representing 0.75% of the Over-allotment Shares if the Over-allotment Option is exercised. Pursuant to the aforesaid, BVI-Prima DG shall transfer 144,000 Shares to Regal Sky.

The shareholding structure of the Company immediately before and immediately after the completion of the allotment and issue of the Over-allotment Shares by the Company and the transfer of Shares from BVI-Prima DG to Regal Sky is as follows:

Shareholders	Immediately before the allotment and issue of the Over-allotment Shares and the transfer of Shares from BVI-Prima DG to Regal Sky		Immediately after the allotment and issue of the Over-allotment Shares and the transfer of Shares from BVI-Prima DG to Regal Sky	
	Number of Shares	Approximate percentage of the Company's issued share capital	Number of Shares	Approximate percentage of the Company's issued share capital
BVI-Prima DG	345,840,000	57.64%	345,696,000	55.82%
Regal Sky <sup>Note (1)</sup>	50,160,000	8.36%	50,304,000	8.12%
BVI-Zacks Vroom	13,500,000	2.25%	13,500,000	2.18%
BVI-Fair Silver	9,000,000	1.5%	9,000,000	1.45%
BVI-Denmike	9,000,000	1.5%	9,000,000	1.45%
BVI-Wonderful	13,500,000	2.25%	13,500,000	2.18%
BVI-DY <sup>Note (1)</sup>	4,500,000	0.75%	4,500,000	0.73%
BVI-Decai <sup>Note (1)</sup>	4,500,000	0.75%	4,500,000	0.73%
Mr. Law Wang Chak, Waltery <sup>Note (2)</sup>	388,000	0.06%	388,000	0.06%
Public <sup>Note (1)</sup>	149,612,000	24.94%	168,870,000	27.28%
<b>Total</b>	<b>600,000,000</b>	<b>100%</b>	<b>619,258,000</b>	<b>100%</b>

Notes:

- (1) The Shares held by BVI-DY, BVI-Decai, Regal Sky and Public will be counted towards the public float.
- (2) Mr. Law Wang Chak, Waltery, an independent non-executive Director, acquired 280,000 Shares and 108,000 Shares on the market on 27 May 2015 and 3 June 2015, respectively.

The additional net proceeds of approximately HK\$42 million from the allotment and issue of the Over-allotment Shares, after deducting the underwriting fees and estimated expenses relating to the exercise of the Over-allotment Option, will be used by the Company for the purposes as set out in the section headed “Future plans and use of proceeds – Proposed use of net proceeds from the issue of shares” in the Prospectus.

Immediately after the allotment and issue of the Over-allotment Shares, the Company will continue to comply with the public float requirements under Rule 8.08(1)(a) of the Listing Rules that at least 25% of the Company’s total issued share capital must at all times be held by the public.

### **STABILISING ACTIONS AND END OF STABILISATION PERIOD**

The Company further announces, pursuant to section 9(2) of the Stabilising Rules, that the stabilisation period in connection with the Global Offering ended on 18 June 2015.

The Company was informed that the Stabilising actions undertaken by BOCOM International Securities, the Stabilising Manager and the Sole Global Coordinator, or any person acting for it, during the stabilisation period involved:

- (i) over-allocations of an aggregate of 22,500,000 Shares in the International Offering, representing 15% of the Offer Shares initially available under the Global Offering;
- (ii) borrowing of an aggregate of 22,500,000 Shares by BOCOM International Securities from BVI-Prima DG to cover the over-allocations in the International Offering;
- (iii) purchases of an aggregate of 3,242,000 Shares in the price range of HK\$2.27 to HK\$2.28 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) on the market during the stabilisation period. The last purchase made by the BOCOM International Securities on the market during the course of stabilisation period was on 11 June 2015 at the price of HK\$2.28 per Share (exclusive of brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%); and

(iv) the partial exercise of the Over-allotment Option by BOCOM International Securities (on behalf of the International Underwriters) on 18 June 2015 in respect of 19,258,000 Shares, representing approximately 12.8% of the Offer Shares initially available under the Global Offering, to be allotted and issued by the Company at the Offer Price to facilitate the return of part of the 22,500,000 borrowed Shares to BVI-Prima DG.

By order of the Board of Directors  
**D&G Technology Holding Company Limited**  
**Choi Hung Nang**  
*Chairman*

Hong Kong, 18 June 2015

*As of the date of this announcement, the executive directors of the Company are Mr. Choi Hung Nang, Ms. Choi Kwan Li, Glendy, Mr. Choi Hon Ting, Derek, Mr. Liu Tom Jing-zhi, Mr. Lao Kam Chi and Mr. Yu Ronghua; the non-executive director of the Company is Mr. Chan Lewis; and the independent non-executive directors of the Company are Mr. Law Wang Chak, Waltery, Mr. Li Zongjin, Mr. Lee Wai Yat, Paco and Mr. Fok Wai Shun, Wilson.*