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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in D&G Technology Holding Company Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of D&G Technology Holding Company Limited to be held at Room 3-4, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 25 May 2016 at 10:30 a.m. is set out on pages 21 to 25 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.dgtechnology.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting if they so wish.

19 April 2016

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 3-4, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 25 May 2016 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 21 to 25 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Company”	D&G Technology Holding Company Limited 德基科技控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 23 to 24 of this circular
“Latest Practicable Date”	12 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing”	the listing of Shares on the Main Board of the Stock Exchange

DEFINITIONS

“Listing Date”	27 May 2015, the date on which dealings in the Shares on the Main Board of the Stock Exchange first commence
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC” or “China”	The People’s Republic of China
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on page 22 of this circular
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time



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)

Executive Directors:

Mr. Choi Hung Nang (*Chairman*)
Ms. Choi Kwan Li, Glendy (*Chief Executive Officer*)
Mr. Choi Hon Ting, Derek
Mr. Liu Tom Jing-zhi
Mr. Lao Kam Chi
Mr. Yu Ronghua

Non-executive Director:

Mr. Chan Lewis

Independent Non-executive Directors:

Mr. Law Wang Chak, Waltery
Mr. Li Zongjin
Mr. Lee Wai Yat, Paco
Mr. Fok Wai Shun, Wilson

Registered Office:

Cricket Square
Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal Place of Business
in the PRC:*

No. 12 Yinghua Road
Yongqing Industrial Park
Yongqing County
Langfang City
Hebei Province
PRC

*Principal Place of Business
in Hong Kong:*

7/F, Hing Lung
Commercial Building
68-74 Bonham Strand
Sheung Wan
Hong Kong

19 April 2016

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
PROPOSED GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting to be held on 25 May 2016.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 83(3) of the Articles of Association, 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 who have been appointed by the Board on 11 September 2014, Mr. Chan Lewis who has been appointed by the Board on 15 December 2014, and Mr. Law Wang Chak, Waltery, Mr. Li Zongjin, Mr. Lee Wai Yat, Paco and Mr. Fok Wai Shun, Wilson who have been appointed by the Board on 24 April 2015 shall hold office until the Annual General Meeting. All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

Pursuant to the Shareholders' written resolutions passed on 6 May 2015, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on page 22 of this circular (i.e. a total of 61,925,800 Shares on the basis that no Shares are issued or bought back before the Annual General Meeting). The Directors wish to state that they have no immediate plan to buy back any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

4. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Pursuant to the Shareholders' written resolutions passed on 6 May 2015, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 23 to 24 of this circular (i.e. a total of 123,851,600 Shares on the basis that no Shares are issued or bought back before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 21 to 25 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.dgtechnology.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

6. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors and granting of the Share Buy-back Mandate and the Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,
For and on behalf of the Board
D&G Technology Holding Company Limited
Choi Hung Nang
Chairman

The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

(1) Mr. Choi Hung Nang

Mr. Choi Hung Nang (蔡鴻能), aged 77, is our co-founder, and was appointed as our chairman and executive Director on 11 September 2014. He also serves as the chairman of the nomination committee of the Board (the "Nomination Committee"). He is primarily responsible for supervising the operations and planning the business and marketing strategies of our Group. Mr. Choi established our Group in February 1999 and has been the chairman and director of Langfang D&G Machinery Technology Co., Ltd* (廊坊德基機械科技有限公司) ("Langfang D&G") since June 2011. He also holds directorship in other members of the Group.

Mr. Choi graduated from the Changsha Railway Institute, Hunan Province (currently known as Central South University) with a bachelor's degree in railway construction in July 1963. In April 2012, he was awarded the outstanding alumni award from Central South University. Since April 2012, Mr. Choi has also been appointed as a guest professor at the Central South University for a term of five years, and as an honorary director of the board of directors of Central South University for a term of four years.

Prior to founding our Group, Mr. Choi had been engaged in the import and distribution of European and American branded specialized engineering equipment in Hong Kong and the PRC for over 12 years.

Mr. Choi is the father of Ms. Choi Kwan Li, Glendy, our executive Director and chief executive officer and Mr. Choi Hon Ting, Derek, our executive Director. Mr. Choi is the brother of the father-in-law of Mr. Liu Tom Jing-zhi, our executive Director and chief operating officer. Mr. Choi is also the husband of Ms. Tin Suen Chu, a substantial shareholder of the Company (as defined in the Listing Rules).

Mr. Choi has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. His appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Mr. Choi, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 and HK\$110,000 per month, for acting as the executive Director and for handling the Company's operations matters respectively, plus discretionary bonus, with effect from 27 May 2015.

* For identification purpose only

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Choi is interested in 350,888,000 Shares. Of these Shares, he directly holds 5,192,000 Shares and is deemed to be interested in 345,696,000 Shares held by Prima DG Investment Holding Company Limited (翰名投資控股有限公司) (“Prima DG”), which is directly held as to 40% by Mr. Choi and 20% by his spouse, Ms. Tin Suen Chu.

Save as disclosed above, Mr. Choi does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(2) Ms. Choi Kwan Li, Glendy

Ms. Choi Kwan Li, Glendy (蔡群力), aged 45, was appointed as our executive Director and chief executive officer on 11 September 2014. She also serves as the Chairman of the risk management committee of the Board (the “Risk Management Committee”) and the member of the remuneration committee of the Board (the “Remuneration Committee”). She is primarily responsible for overseeing the corporate management of our Group and the overall management and implementation of business and marketing strategies and plans. Ms. Glendy Choi has over 17 years of experience in the trading and manufacturing of specialized engineering equipment. She also holds a number of directorships in other members of the Group. Ms. Glendy Choi was appointed as a director and general manager of Langfang D&G in June 2009. She was also appointed as the legal representative of Langfang D&G in June 2011. She was a director of Shenzhen D&G Machinery Company Limited* (深圳德基機械有限公司) from November 2010 until its deregistration in September 2014.

Ms. Glendy Choi was awarded a bachelor’s degree in management sciences from the London School of Economics and Political Science in August 1992, and a master of business administration in marketing from the City University, London in November 1993. She is a fellow of certified risk planner of The Institute of Crisis and Risk Management, Hong Kong. In November 2014, Ms. Glendy Choi was admitted as a fellow of The Hong Kong Institute of Directors.

In November 2012, Ms. Glendy Choi was appointed as a Vice President of the China Construction Machinery Association Road Machine Chapter (中國工程機械工業協會築路機械分會) for a term of four years. In December 2014, she has also been named by the Hebei Committee of the Communist Party of China* (中共河北省委) and the Hebei Provincial People’s Government* (河北省人民政府) as one of the Hundred High-tech Private Entrepreneurs in Hebei Province* (河北省百名科技型民營企業家). She was admitted as a member of the Young Presidents’ Organization-World Presidents’ Organization in November 2015.

* For identification purpose only

Ms. Glendy Choi is the daughter of Mr. Choi Hung Nang, our chairman and executive Director and Ms. Tin Suen Chu, a substantial shareholder of the Company (as defined in the Listing Rules). She is also the sister of Mr. Choi Hong Ting, Derek, our executive Director and the cousin-in-law of Mr. Liu Tom Jing-zhi, our executive Director and chief operating officer.

Ms. Glendy Choi has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. Her appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Ms. Glendy Choi, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 and HK\$110,000 per month, for acting as the executive Director and as our chief executive officer respectively, plus discretionary bonus, with effect from 27 May 2015.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Ms. Glendy Choi is interested in 150,000 Shares. She also holds 20% of the issued share capital of Prima DG.

Save as disclosed above, Ms. Glendy Choi does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(3) Mr. Choi Hon Ting, Derek

Mr. Choi Hon Ting, Derek (蔡翰霆) (formerly known as Choi Kwan Wai, Derek (蔡群威)), aged 47, was appointed as our executive Director on 11 September 2014. Mr. Derek Choi has over 24 years of experience in the trading of specialized engineering equipment. He is primarily responsible for overseeing the strategic business development of our Group. Mr. Derek Choi has been appointed as a director of Langfang D&G since June 2011. He also holds directorship in other members of the Group.

Mr. Derek Choi was awarded a bachelor's degree in agricultural engineering from Purdue University in May 1991. Mr. Derek Choi has been an executive council member of the China New Energy Chamber of Commerce since 2012 and is the chairman of the International Society of Trenchless Technologies. Mr. Derek Choi is a founding member of the China Hong Kong Society of Trenchless Technologies and served as vice-chairman, chairman, and executive secretary from 2002 to 2004. Mr. Derek Choi has been an independent non-executive director of IPE Group Limited 國際精密集團有限公司* (Hong Kong stock code: 929) since June 2004.

* For identification purpose only

Mr. Derek Choi is the son of Mr. Choi Hung Nang, our chairman and executive Director and Ms. Tin Suen Chu, a substantial shareholder of the Company (as defined in the Listing Rules). He is also the brother of Ms. Choi Kwan Li, Glendy, our executive Director and chief executive officer and the cousin-in-law of Mr. Liu Tom Jing-zhi, our executive Director and chief operating officer.

Mr. Derek Choi has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. His appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Mr. Derek Choi, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 per month plus discretionary bonus with effect from 27 May 2015.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Derek Choi is interested in 150,000 Shares. He also holds 20% of the issued share capital of Prima DG.

Save as disclosed above, Mr. Derek Choi does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(4) Mr. Liu Tom Jing-zhi

Mr. Liu Tom Jing-zhi (劉敬之), aged 46, was appointed as our executive Director and chief operating officer on 11 September 2014. He also serves as the member of the Risk Management Committee. He is primarily responsible for overseeing daily operations of manufacturing facilities and the implementation of business strategies and plans of our Group. Mr. Liu has over 12 years of experience in corporate management and business operations. He joined our Group in August 2006 as the director and deputy general manager of Langfang D&G. He also holds directorship in other members of the Group.

In September 1999, Mr. Liu was awarded a graduate diploma in business administration from the University of Technology Sydney. Mr. Liu was recognized as a Person of Innovation* (創新人物) by the Equipment Management Institute of Hebei Province Innovation Development Committee (河北省工業設備管理創新發展峰會組委會) in June 2012. Since April 2013, Mr. Liu has been appointed as a member of the Sixth

* For identification purpose only

Committee of Chinese People's Political Consultative Conference – Langfang city (中國人民政治協商會議廊坊市第六屆委員會) for a term of five years.

Mr. Liu is the son-in-law of elder brother of Mr. Choi Hung Nang, our chairman and executive Director and the cousin-in-law of Ms. Choi Kwan Li, Glendy, our executive Director and chief executive officer and Mr. Choi Hon Ting, Derek, our executive Director.

Mr. Liu has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. His appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Mr. Liu, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 and HK\$70,000 per month, for acting as the executive Director and as our chief operating officer respectively, plus discretionary bonus, with effect from 27 May 2015.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Liu is interested in 13,650,000 Shares. Of these Shares, Mr. Liu is deemed to be interested in 13,500,000 Shares held by Zacks Vroom Investment Company Limited (鴻豐隆投資有限公司), a company wholly-owned by him. He is also deemed to be interested in 150,000 Shares held by his spouse, Ms. Thai Vanny.

Save as disclosed above, Mr. Liu does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(5) Mr. Lao Kam Chi

Mr. Lao Kam Chi (劉金枝), aged 54, was appointed as our executive Director and general manager (sales and marketing) on 11 September 2014. He is primarily responsible for managing and implementing sales and marketing strategies. Mr. Lao has over 28 years of experience in sales and marketing. Mr. Lao joined our Group in October 2002 as the general manager of the sales and marketing team in Beijing D&G Machinery Company Limited* (北京德基機械有限公司). He has been a director of Langfang D&G since June 2011, and the general manager of our sales and marketing centre since August 2009.

* For identification purpose only

In July 1982, Mr. Lao was awarded a bachelor's degree in engineering from Southwest Jiaotong University (西南交通大學), Chengdu. Mr. Lao has also been appointed as the vice-chairman of the China Highway Construction Machine Branch (中國公路學會築路機械分會) for a term of five years since May 2012. Prior to joining the Group, Mr. Lao was the assistant engineer of Ministry of Railways Tunnel Engineering Bureau* (鐵道部隧道工程局) (currently known as China Railway Tunnel Group) from September 1983 to March 1988.

Mr. Lao has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. His appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Mr. Lao, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 and HK\$65,000 per month, for acting as the executive Director and for handling the operations matters of the Company respectively, plus discretionary bonus, with effect from 27 May 2015.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Lao is deemed to be interested in 9,000,000 Shares held by Denmike Investment Company Limited (丹麥投資有限公司), a company wholly-owned by him.

Save as disclosed above, Mr. Lao does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(6) Mr. Yu Ronghua

Mr. Yu Ronghua (俞榮華), aged 50, was appointed as our executive Director and general manager (strategy and planning) on 11 September 2014. Mr. Yu has over 16 years of experience in corporate finance and management. He is primarily responsible for overseeing the implementation of business strategies and project plans. Since June 2011, Mr. Yu was appointed as a director and the deputy general manager of Langfang D&G. He also holds directorship in other members of the Group.

Mr. Yu obtained his bachelor's degree in engineering from Shanghai University in July 1997. Mr. Yu joined the Pudong branch of Industrial and Commercial Bank of China, Shanghai where he worked for more than 5 years from August 1997 to December 2002 in business development and management. In May 2008, Mr. Yu obtained a master of business administration from the University of Southern Queensland. In March 2013, Mr. Yu was certified as a qualified independent director and as a qualified board secretary by the Shanghai Stock Exchange.

* For identification purpose only

Prior to joining the Group, Mr. Yu was the branch general manager of Xin Ling Road branch of Industrial and Commercial Bank of China, Shanghai from March 2003 to February 2005. He was then the general manager of the new business division of Changshu Xingdao Building Materials Co., Ltd.* (常熟星島新興建材有限公司) from March 2005 to September 2009. Mr. Yu was the deputy general manager of Minmetals Materials (Changshu) Management Co., Ltd. (五礦物產(常熟)管理有限公司) from September 2009 to December 2010.

Mr. Yu has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. His appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Mr. Yu, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 and HK\$90,000 per month, for acting as the executive Director and for handling the operations matters of the Company respectively, plus discretionary bonus, with effect from 27 May 2015.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Yu is deemed to be interested in 13,500,000 Shares held by Wonderful Investment Holding Company Limited (穩德豐投資控股有限公司), a company wholly-owned by him.

Save as disclosed above, Mr. Yu does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(7) Mr. Chan Lewis

Mr. Chan Lewis (陳令紘) (formerly known as Chan Yeung (陳靄)), aged 45, was appointed as our non-executive Director on 15 December 2014. Mr. Chan has over 16 years of experience in asset management and investment research. Mr. Chan received his bachelor's degree in economics from the University of Chicago in June 1994 and his master of arts from Columbia University in May 1996. Mr. Chan further obtained his Ph.D. from Harvard University in June 2000.

Mr. Chan was a winner of the Fama-DFA Prize of the Best Papers published in 2003 in the Journal of Financial Economics and is also a research fellow at The China Centre for Financial Research at Tsinghua University. Mr. Chan currently serves as a member of the Admissions, Budgets and Allocations Committee of the Community Chest of Hong Kong.

* For identification purpose only

He is licensed under the SFO as a responsible officer to carry out Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities.

Mr. Chan has been the managing partner of Maunakai Capital Partners (Hong Kong) Limited since July 2004 and is responsible for investment and business development. He has also been an executive director of DT Capital Limited 鼎立資本有限公司 (Hong Kong stock code: 356) since July 2014.

Mr. Chan has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. His appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Mr. Chan, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 per month plus discretionary bonus with effect from 27 May 2015.

Save as disclosed above, Mr. Chan does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(8) Mr. Law Wang Chak, Waltery

Mr. Law Wang Chak, Waltery (羅宏澤), aged 52, was appointed as our independent non-executive Director on 24 April 2015. He also serves as the chairman of the audit committee of the Board (the "Audit Committee") and the member for each of the Remuneration Committee and the Risk Management Committee. Mr. Law graduated from the University of London with a bachelor's degree in economics in August 1991 and a master's degree in financial economics in December 1995. Mr. Law is a fellow of both The Chartered Association of Certified Accountants in the United Kingdom and the Hong Kong Institute of Certified Public Accountants. Mr. Law is also an associate of The Institute of Chartered Accountants in England and Wales. Mr. Law has over 28 years of experience in the accounting, financial auditing, corporate financing and corporate restructuring profession. Mr. Law served in various positions such as vice president in finance and chief financial officer in four Hong Kong Main Board listed companies from 1992 to 2004. Prior to that, Mr. Law had worked in the audit division of Coopers & Lybrand, now PricewaterhouseCoopers, from 1987 to 1992.

Mr. Law has been the director of Profundas Capital Limited since December 2010 in charge of corporate finance assignments of private equity and fund management services. Mr. Law was the chief financial officer and non-executive director of Nine Dragons Paper (Holdings) Limited 玖龍紙業(控股)有限公司* (Hong Kong stock code: 2689) from June 2004 to July 2008 and from August 2008 to October 2008, respectively. Mr. Law has been an independent non-executive director of Orient Victory China Holdings Limited 東勝中國控股有限公司 (Hong Kong stock code: 265) since September 2014.

Mr. Law has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. His appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Mr. Law, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 per month plus discretionary bonus with effect from 27 May 2015.

In accordance with the meaning of Part XV of the SFO, as at the Latest Practicable Date, Mr. Law is interested in 1,720,000 Shares.

Save as disclosed above, Mr. Law does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(9) Mr. Li Zongjin

Mr. Li Zongjin (李宗津), aged 63, was appointed as our independent non-executive Director on 24 April 2015. He also serves as the member for each of the Audit Committee and the Nomination Committee. Mr. Li graduated from Zhejiang University, China with a bachelor's degree in structure engineering in 1982. Mr. Li further obtained his master of science in December 1990 and his Ph.D. in December 1993 from Northwestern University, the United States of America. Mr. Li is a fellow of the American Concrete Institute and was a member of the Hong Kong Institute of Engineers.

Mr. Li has over 26 years of experience in the field of civil and structural engineering and has published 6 books in the area of materials engineering. In August 2008, Mr. Li was appointed as a chief scientist under the National Basic Research Program of China (973 Project). Mr. Li's research project on geopolymer-based structural materials preparation technology was awarded second prize by the PRC Ministry of Education in January 2010.

* For identification purpose only

Mr. Li was an adjunct professor of Southeast University, Nanjing from November 2006 to October 2013. Mr. Li has been a professor of the Department of Civil and Environmental Engineering of Hong Kong University of Science and Technology since July 2006.

Mr. Li has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. His appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Mr. Li, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 per month plus discretionary bonus with effect from 27 May 2015.

Save as disclosed above, Mr. Li does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(10) Mr. Lee Wai Yat, Paco

Mr. Lee Wai Yat, Paco (李偉壹), aged 50, was appointed as our independent non-executive Director on 24 April 2015. He also serves as the member for each of the Audit Committee and the Nomination Committee. Mr. Lee has over 13 years of experience in corporate finance and management. Mr. Lee graduated from Purdue University in May 1991 with a bachelor of science in management. Mr. Lee obtained his master of business administration from the Sasin Graduate Institute of Business Administration (a joint program between the Kellogg School of Management of Northwestern University, the Wharton School of University of Pennsylvania, and Chulalongkorn University) in Bangkok in March 1993.

Mr. Lee completed the Director Certification Program held by the Thai Institute of Directors in June 2012. In 2014, Mr. Lee was awarded as the 3rd Best Chief Financial Officer in Thailand by FinanceAsia's annual Best Managed Companies Poll.

Mr. Lee was the financial controller of Thai Union Group Public Company Limited (formerly known as Thai Union Frozen Products Public Company Limited) (Stock Exchange of Thailand code: TU) from October 2003 to June 2012 and has been its deputy general manager (investor relations and corporate investment) since July 2012. He has also been a non-executive director of Avanti Feeds Limited (listed on the Bombay Stock Exchange and National Stock Exchange of India Limited, ticker: AVANTI) since July 2012 and a non-executive director of Pakfood Public Company Limited (Stock Exchange of Thailand code: PPC) (delisted in November 2013) since April 2012.

Mr. Lee has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. His appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Mr. Lee, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 per month plus discretionary bonus with effect from 27 May 2015.

Save as disclosed above, Mr. Lee does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

(11) Mr. Fok Wai Shun, Wilson

Mr. Fok Wai Shun, Wilson (霍偉舜), aged 41, was appointed as our independent non-executive Director on 24 April 2015. He also serves as the chairman of the Remuneration Committee and the member for each of the Audit Committee and the Risk Management Committee. Mr. Fok has over 16 years of experience in the fields of corporate finance, accounting and investment banking. Mr. Fok graduated in March 1998 from the University of Melbourne with a double bachelor degrees in commerce and in laws. Mr. Fok was admitted as a solicitor and barrister of the Supreme Court of Victoria, Australia in November 1998 and is a fellow of the Hong Kong Institute of Certified Public Accountants and a member of Certified Public Accountants, Australia.

Mr. Fok has been the managing director of Challenge Capital Management Limited and is responsible for its overall management since September 2014. From January 2000 to April 2004, Mr. Fok worked in the Assurance and Corporate Finance and Recovery departments of PricewaterhouseCoopers. From April 2004 to April 2010, Mr. Fok served in various positions, including vice-president, at the investment banking division of Piper Jaffray Asia Limited. Mr. Fok was an executive director (corporate finance) of CCB International Capital Limited and was responsible for overseeing and supervising the origination and execution of corporate finance transactions from April 2010 to August 2014.

Mr. Fok has entered into a service agreement with the Company for an initial term of three years commencing from 27 May 2015. His appointment is subject to the termination at any time by either party giving to the other not less than three months' notice in writing and retirement by rotation and re-election pursuant to the Articles of Association and the Listing Rules. The emolument of Mr. Fok, which was determined with reference to salaries paid by comparable companies, time commitment and responsibilities of the Directors and performance of the Group, is HK\$15,000 per month plus discretionary bonus with effect from 27 May 2015.

Save as disclosed above, Mr. Fok does not (1) hold any other position in the Company or other members of the Group; (2) hold any directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (3) have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; (4) have any interests in shares and underlying shares of the Company and any associated corporation of the Company (within the meaning of Part XV of the SFO); or (5) have any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there is no other matter that needs to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 619,258,000 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that no Shares are issued or bought back before the Annual General Meeting, i.e. being 619,258,000 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 61,925,800 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

The Company may only apply funds legally available for share buy-back in accordance with its memorandum of association and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2015) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during the period from the Listing Date up to and including the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
May	2.84	2.55
June	2.63	1.89
July	2.17	0.90
August	1.78	1.25
September	1.45	1.20
October	1.59	1.26
November	1.46	1.13
December	1.20	1.00
2016		
January	1.08	0.64
February	0.81	0.64
March	0.91	0.74
April (up to the Latest Practicable Date)	0.92	0.84

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Prima DG and Ms. Tin Suen Chu (both being substantial shareholders (as defined in the Listing Rules) of the Company) and Mr. Choi Hung Nang, Ms. Choi Kwan Li, Glendy and Mr. Choi Hon Ting, Derek (all being executive Directors), are taken as parties acting in concert and collectively treated as a single controlling shareholder of the Company under the term "Choi Family". The Choi Family together had an aggregate interest in 351,188,000 Shares representing approximately 56.71% of the issued share capital of the Company. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Choi Family would be increased to approximately 63.01% of the issued share capital of the Company.

The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not consider such increase would reduce the issued share capital in the public to less than 25% (or the relevant prescribed minimum percentage required by the Stock Exchange). The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

8. SHARE BUY-BACK MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

NOTICE OF ANNUAL GENERAL MEETING



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)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“**Annual General Meeting**”) of D&G Technology Holding Company Limited (the “**Company**”) will be held at Room 3-4, United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Wednesday, 25 May 2016 at 10:30 a.m. for the following purposes:

1. To receive the audited consolidated financial statements and the reports of the directors and auditor of the Company for the year ended 31 December 2015.
2. To declare a final dividend and a special final dividend for the year ended 31 December 2015.
3. To re-elect the following retiring directors of the Company and to authorize the board of directors of the Company to fix the respective directors’ remuneration:
 - (a) Mr. Choi Hung Nang as executive director of the Company
 - (b) Ms. Choi Kwan Li, Glendy as executive director of the Company
 - (c) Mr. Choi Hon Ting, Derek as executive director of the Company
 - (d) Mr. Liu Tom Jing-zhi as executive director of the Company
 - (e) Mr. Lao Kam Chi as executive director of the Company
 - (f) Mr. Yu Ronghua as executive director of the Company
 - (g) Mr. Chan Lewis as non-executive director of the Company
 - (h) Mr. Law Wang Chak, Waltery as independent non-executive director of the Company
 - (i) Mr. Li Zongjin as independent non-executive director of the Company
 - (j) Mr. Lee Wai Yat, Paco as independent non-executive director of the Company

NOTICE OF ANNUAL GENERAL MEETING

- (k) Mr. Fok Wai Shun, Wilson as independent non-executive director of the Company
- 4. To re-appoint KPMG as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.
- 5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buy-back its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;
- (b) the mandate in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of options under a share option scheme of the Company; and
 - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”

7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
D&G Technology Holding Company Limited
Choi Hung Nang
Chairman

Hong Kong, 19 April 2016

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy, or if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Monday, 23 May 2016 to Wednesday, 25 May 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 20 May 2016.
5. For determining the entitlement to the proposed final dividend and special final dividend (subject to approval by the shareholders at the Annual General Meeting), the Register of Members of the Company will be closed from Tuesday, 31 May 2016 to Thursday, 2 June 2016, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend and special final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 30 May 2016.

As at the date of this Notice, 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.