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## **D&G TECHNOLOGY HOLDING COMPANY LIMITED**

**德基科技控股有限公司**

*(Incorporated under the laws of the Cayman Islands with limited liability)*

**(Stock Code: 1301)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of D&G Technology Holding Company Limited (the “**Company**”) will be held at 9:30 a.m. on 26th day of July 2016 at 20/F, OfficePlus@Sheung Wan, 93–103 Wing Lok Street, Sheung Wan, Hong Kong to consider and, if thought fit, approve, with or without modifications, the following resolution as ordinary resolution:

#### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the Sale and Purchase Agreements in relation to the Acquisition (as defined in the circular of the Company dated 11 July 2016 (the “**Circular**”), a copy of which is marked “A” and signed by the chairman of the EGM for the identification purpose has been tabled at the EGM) (copies of the Sale and Purchase Agreements are marked “B” and signed by the chairman of the EGM for the identification purpose has been tabled at the EGM) be and are hereby approved, confirmed and ratified and the transactions contemplated thereunder be and are hereby approved:
  - (i) the sale and purchase agreement dated 17 June 2016 entered into between Diamond Strong Limited as vendor and Amazing Rush Holdings Limited as purchaser in relation to the purchase of Office A (including the lavatory) and Office B (including the lavatory), 7th Floor, Hing Lung Commercial Building, 68–74 Bonham Strand, Hong Kong;
  - (ii) the sale and purchase agreement dated 17 June 2016 entered into between Diamond Strong Limited as vendor and Elegant Station Limited as purchaser in relation to the purchase of Office A and Unit B2, 10th Floor, Hing Lung Commercial Building, 68–74 Bonham Strand, Hong Kong;

- (iii) the sale and purchase agreement dated 17 June 2016 entered into between Mr. Chan as vendor and Elegant Station Limited as purchaser in relation to the purchase of Unit B1 (including the lavatories), 10th Floor, Hing Lung Commercial Building, 68–74 Bonham Strand, Hong Kong;
- (iv) the sale and purchase agreement dated 17 June 2016 entered into between Balama Prima Engineering Company Limited as vendor and Super Diamond Group Limited as purchaser in relation to the purchase of Offices A and B (including the lavatories), 17th Floor, Hing Lung Commercial Building, 68 — 74 Bonham Strand, Hong Kong; and
- (b) any one of the directors of the Company (“**Directors**”) be and is authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he/she considers necessary, appropriate, desirable and expedient for the purposes of giving effect to or in connection with the Sale and Purchase Agreements and the transactions contemplated thereunder, and to agree to such variation, amendments or waiver or matters relating thereto (including any variation, amendments or waiver of such documents or any terms thereof, which are not fundamentally different from those as provided in the Sale and Purchase Agreements) as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.”

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

<i>Registered Office:</i>	<i>Principal Place of Business in the PRC:</i>	<i>Principal Place of Business in Hong Kong:</i>
Cricket Square	No. 12 Yinghua Road	7/F, Hing Lung
Hutchins Drive	Yongqing Industrial Park	Commercial Building
PO Box 2681	Yongqing County	68–74 Bonham Strand
Grand Cayman, KY1-1111	Langfang City	Sheung Wan
Cayman Islands	Hebei Province	Hong Kong
	PRC	

Hong Kong, 11 July 2016

*Notes:*

- (1) The register of members of the Company will be closed from Friday, 22 July 2016 to Tuesday, 26 July 2016, both days inclusive, during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the EGM, all transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 21 July 2016.
- (2) A member entitled to attend and vote at the EGM is entitled to appoint one or, if he holds two or more Shares, more proxies to attend and vote on his behalf. A proxy needs not be a member of the Company.

- (3) To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the Company's branch share registrar and transfer office 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 extraordinary general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person.
- (4) If two or more persons are joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand in the principal or branch register of members of the Company in respect of the joint holding.
- (5) The translation into Chinese language of the above notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at 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.*