

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 26 JULY 2016

The Board is pleased to announce that all Resolutions proposed at the EGM held on 26 July 2016 were duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) and the notice of the extraordinary general meeting (the “**EGM**”) of D&G Technology Holding Company Limited (the “**Company**”), dated 11 July 2016. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The Board is pleased to announce that all resolutions (the “**Resolutions**”) proposed at the EGM held on 26 July 2016 were duly passed by the Shareholders by way of poll.

Tricor Investor Services Limited, the branch share registrar and transfer office of the Company, acted as the scrutineer for the vote-taking at the EGM.

As at the date of the EGM, the total number of issued Shares in the Company was 619,258,000 Shares. As stated in the Circular, Mr. Choi, Ms. Tin, Ms. Glendy Choi and Mr. Derek Choi were required to abstain, and had abstained from voting on the Resolutions.

As at the date of the EGM, Mr. Choi, Ms. Tin, Ms. Glendy Choi and Mr. Derek Choi together controlled or were entitled to exercise control over the voting right in respect of 351,188,000 Shares in aggregate, representing approximately 56.71% of the entire issued share capital of the Company.

Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote at the EGM on the Resolutions was 268,070,000.

Save as disclosed above, there were no Shares: (i) entitling its Shareholder to attend and abstain from voting in favour as set out in Rule 13.40 of the Listing Rules; (ii) whose Shareholder is required under the Listing Rules to abstain from voting; and (iii) whose Shareholder has stated its intention in the Circular to vote against or abstain from voting on the Resolutions at the EGM.

The poll results for the Resolutions were as follows:

Ordinary Resolution <i>(Note)</i>		Number of Shares Voted (Percentage %)	
		For	Against
(a)	To approve, confirm and ratify the Sale and Purchase Agreements in relation to the Acquisition.	N/A	
	(i) To approve Sale and Purchase Agreement I.	123,870,000 (100%)	0 (0%)
	(ii) To approve Sale and Purchase Agreement II.	123,870,000 (100%)	0 (0%)
	(iii) To approve Sale and Purchase Agreement III.	123,870,000 (100%)	0 (0%)
	(iv) To approve Sale and Purchase Agreement IV.	123,870,000 (100%)	0 (0%)
(b)	To authorize any one of the Directors 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 as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole.	123,870,000 (100%)	0 (0%)

Note: The full text of the Resolutions is set out in the notice of the EGM

As more than 50% of the votes were cast in favor of each Resolution, all Resolutions set out above were duly passed as ordinary resolutions.

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

Hong Kong, 26 July 2016

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.