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*Unless the context requires otherwise, the capitalised terms in this announcement shall have the same meanings as those defined in the prospectus dated 14 May 2015 (the “**Prospectus**”) issued by D&G Technology Holding Company Limited (the “**Company**”).*

This announcement is for information purpose only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the Prospectus for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the Offer Shares.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Offer Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**US Securities Act**”). The securities may not be offered or sold, pledged or transferred within the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act. There will be no public offer of securities in the United States.*

*In connection with the Global Offering, BOCOM International Securities Limited, as stabilisation manager (the “**Stabilisation Manager**”), its affiliates or any person acting for it, on behalf of the Underwriters, may over-allocate or effect other transactions with a view to stabilising or maintaining the market price of the Shares at a level higher than that which might otherwise prevail in the open market for a limited period which begins on the Listing Date. However, there is no obligation on the Stabilisation Manager, or its affiliates or any person acting for it to do this. Such stabilising action, if taken, will be done at the sole and absolute discretion of the Stabilisation Manager and may be discontinued at any time, and must be brought to an end on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. Such transactions, if commenced, may only be effected in Hong Kong in compliance with all applicable laws, rules and regulations in place, including the Securities and Futures (Price Stabilising) Rules, as amended, made under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). The details of the intended stabilisation and how it will be regulated under the Securities and Futures Ordinance are set forth in the section headed “Structure of the Global Offering” in the Prospectus.*

Potential investors should be aware that stabilising action cannot be taken to support the price of the Shares for longer than the stabilisation period which begins on the Listing Date and is expected to expire on the 30th day after the last day for lodging applications under the Hong Kong Public Offering. After this date, no further stabilising action may be taken, the demand for the Shares, and therefore the price of the Shares, could fall.



D&G Technology Holding Company Limited
德基科技控股有限公司

(Incorporated in the Cayman Islands with limited liability)

GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 150,000,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 15,000,000 Shares (subject to adjustment)
Number of International Offer Shares	: 135,000,000 Shares (subject to adjustment and the Over-allotment Option)
Maximum Offer Price	: HK\$2.40 per Offer Share, plus brokerage of 1%, SFC transaction levy of 0.0027%, and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 1301

Sole Sponsor



Sole Global Coordinator



Joint Bookrunners and Joint Lead Managers



Application has been made by the Company to the Listing Committee for the granting of the approval for the listing of, and permission to deal in, (i) the Shares in issue; and (ii) any Shares to be issued pursuant to the Global Offering (including any Shares which may be issued pursuant to the Capitalisation Issue, the Capitalisation of the Loans, the exercise of the Over-allotment Option and any options that may be granted under the Share Option Scheme). Assuming that the Global Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, 27 May 2015, dealings in the Shares on the Main Board are expected to commence at 9:00 a.m. on Wednesday, 27 May 2015. If the Over-allotment Option is exercised, an announcement will be made on the Company's website at www.dgtechnology.com and the website of the Stock Exchange at www.hkexnews.hk.

The Global Offering comprises the Hong Kong Public Offering of initially 15,000,000 Hong Kong Offer Shares (subject to adjustment), representing 10% of the initial number of the Offer Shares, and the International Offering of initially 135,000,000 International Offering Shares (subject to adjustment and the Over-allotment Option), representing 90% of the initial number of the Offer Shares. The allocation of the Offer Shares between the Hong Kong Public Offering and the International Offering will be subject to adjustment as described in the section headed “Structure of the Global Offering – The Hong Kong Public Offering” in the Prospectus.

If the Stock Exchange grants approval for the listing of, and permission to deal in, the Shares and we comply with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares or any other date HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

In connection with the Global Offering, the Company intends to grant the Over-allotment Option to the Sole Global Coordinator. The Over-allotment Option gives the Sole Global Coordinator the right, exercisable at any time from the day on which trading of the Shares commences on the Stock Exchange within 30 days from the last day for lodging applications under the Hong Kong Public Offering, to require the Company to allot and issue up to an aggregate of 22,500,000 additional Shares, representing 15% of the initial number of the Offer Shares at the Offer Price to cover over-allocations in the International Offering, if any.

The Offer Price will not be more than HK\$2.40 per Offer Share and will not be less than HK\$1.82 per Offer Share, unless otherwise announced by the Company no later than the morning of the last day for lodging applications under the Hong Kong Public Offering as further explained below. If you apply for the Offer Shares under the Hong Kong Public Offering, you must pay the maximum Offer Price of HK\$2.40 per Offer Share plus a 1.0% brokerage fee, 0.005% Stock Exchange trading fee and 0.0027% SFC transaction levy subject to refund if the Offer Price as finally determined is less than HK\$2.40 per Offer Share.

Applications for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus, the Application Forms and the designated website (www.hkeipo.hk) for the HK eIPO White Form. For Hong Kong Offer Shares to be issued in your own name, use a **WHITE** Application Form or apply online through the designated website of the **HK eIPO White Form** Service Provider at www.hkeipo.hk under the **HK eIPO White Form** service. For Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant’s stock account, use a **YELLOW** Application Form or electronically instruct HKSCC via CCASS to cause HKSCC Nominees to apply for you.

You can collect a **WHITE** Application Form and the Prospectus during normal business hours from 9:00 a.m. on Thursday, 14 May 2015 until 12:00 noon on Tuesday, 19 May 2015:

1. any of the following offices of the Hong Kong Underwriters:

BOCOM International Securities Limited

9th Floor, Man Yee Building
68 Des Voeux Road Central
Hong Kong

Guotai Junan Securities (Hong Kong) Limited

27/F., Low Block
Grand Millennium Plaza
181 Queen's Road Central
Hong Kong

KGI Capital Asia Limited

41/F Central Plaza
18 Harbour Road, Wanchai
Hong Kong

Ping An of China Securities (Hong Kong) Company Limited

28/F, 169 Electric Road
North Point
Hong Kong

Quam Securities Company Limited

18th and 19th Floors
China Building
29 Queen's Road Central
Hong Kong

RHB OSK Securities Hong Kong Limited

12/F World-Wide House
19 Des Voeux Road Central
Hong Kong

Sun Hung Kai Investment Services Limited

42/F, The Lee Gardens
33 Hysan Avenue
Causeway Bay
Hong Kong

2. any of the branches of the following receiving banks:

Standard Chartered Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	North Point Centre Branch	Shop G, G/F, North Point Centre, 284 King's Road, North Point
Kowloon	Tsimshatsui Branch	G/F, 8A-10 Granville Road, Tsimshatsui
	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
	Mei Foo Stage I Branch	G/F, 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok
New Territories	Tuen Mun Town Plaza Branch	Shop No. G047-G052, Tuen Mun Town Plaza Phase I, Tuen Mun
	Tai Po Branch	G/F, Shop No. 2, 23-25 Kwong Fuk Road, Tai Po Market, Tai Po

The Bank of East Asia, Limited

	Branch Name	Address
Hong Kong Island	Wanchai Branch	Shop A-C, G/F, Easey Commercial Building, 253-261 Hennessy Road, Wanchai
	Chai Wan Branch	345 Chai Wan Road, Chai Wan
	Taikoo Shing Branch	Shop G1010-1011, Yiu Sing Mansion, Taikoo Shing
Kowloon	Kwun Tong Branch	7 Hong Ning Road, Kwun Tong
New Territories	Shatin Plaza Branch	Shop 3-4, Level 1, Shatin Plaza, Shatin
	Park Central Branch	Shop G6, G/F, Park Central, 9 Tong Tak Street, Tseung Kwan O
	Tsuen Wan Branch	239-243 Sha Tsui Road, Tsuen Wan

You can collect a **YELLOW** Application Form and the Prospectus during normal business hours from 9:00 a.m. on Thursday, 14 May 2015 until 12:00 noon on Tuesday, 19 May 2015 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "Horsford Nominees Limited – D&G Technology Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above on such dates and during such time as specified in the Application Forms.

You may submit your application to the **HK eIPO White Form** service at www.hkeipo.hk (24 hours daily, except on the last application day) from 9:00 a.m. on Thursday, 14 May 2015 until 11:30 a.m. on Tuesday, 19 May 2015 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Tuesday, 19 May 2015 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" of the Prospectus.

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Thursday, 14 May 2015 until 12:00 noon on Tuesday, 19 May 2015 or such later time as described in the section headed "How to Apply for Hong Kong Offer Shares – 10. Effect of Bad Weather on the Opening of the Application Lists" in the Prospectus.

Please refer to the sections headed "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares" in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

The Company expects to publish the announcement on the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the basis of allocation of the Hong Kong Offer Shares under the Hong Kong Public Offering (i) in South China Morning Post (in English); (ii) in Hong Kong Economic Times (in Chinese); (iii) on the website of the Stock Exchange (www.hkexnews.hk); and (iv) on its own website (www.dgtechnology.com) on Tuesday, 26 May 2015.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering will be available at the times and dates and in the manner as described in the section headed "How to Apply for Hong Kong Offer Shares – 11. Publication of Results" in the Prospectus.

The Company will not issue any temporary document of title. Share certificates will only become valid at 8:00 a.m. on Wednesday, 27 May 2015 provided that the Global Offering has become unconditional and the right of termination described in the section headed “Underwriting” in the Prospectus has not been exercised. No receipt will be issued for sums paid on application. Dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, 27 May 2015. The Shares will be traded on the Main Board of the Stock Exchange in board lots of 2,000 Shares each. The stock code of the Shares is 1301.

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

Hong Kong, 14 May 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.

Please also refer to the published version of this announcement in South China Morning Post (in English) and Hong Kong Economic Times (in Chinese).