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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Q Technology (Group) Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**Q Tech**

**Q TECHNOLOGY (GROUP) COMPANY LIMITED**

**丘鈇科技(集團)有限公司**

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

**(Stock code: 1478)**

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES;**  
**(2) RE-ELECTION OF DIRECTORS;**  
**AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company (the “AGM”) to be held at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 25 May 2018 at 10:30 a.m. is set out on pages 17 to 23 of this circular. A form of proxy for use in connection with the AGM is enclosed with this circular. If you are not able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or its adjournment should you so wish. If you attend and vote at the AGM, the authority of your proxy will be revoked.

24 April 2018

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*This circular is prepared in both English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail.*

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 25 May 2018 at 10:30 a.m.
“Articles of Association”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Buy-back Mandate”	the general mandate proposed to be granted at the AGM to the Directors to exercise the power of the Company to buy back Shares not exceeding 10% of the total number of issued Shares as at the date of passing the relevant resolution for granting such mandate
“close associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Company”	Q Technology (Group) Company Limited, a company incorporated in the Cayman Islands with limited liability, whose issued Shares are listed and traded on the Main Board of the Stock Exchange (Stock Code: 1478)
“controlling shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“core connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“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 People’s Republic of China

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## DEFINITIONS

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“Issue Mandate”	the general mandate proposed to be granted at the AGM to the Directors to allot, issue and deal with additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing the relevant resolution for granting such mandate
“Latest Practicable Date”	18 April 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 13 November 2014
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules

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## DEFINITIONS

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“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong as amended, supplemented or otherwise modified from time to time
“%”	percent

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LETTER FROM THE BOARD

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**Q Tech**

**Q TECHNOLOGY (GROUP) COMPANY LIMITED**

**丘鈇科技(集團)有限公司**

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

**(Stock code: 1478)**

*Executive Directors:*

Mr. He Ningning (*Chairman*)  
Mr. Wang Jianqiang (*Chief Executive Officer*)  
Mr. Hu Sanmu

*Independent non-executive Directors:*

Mr. Ko Ping Keung  
Mr. Ng Sui Yin  
Mr. Chu Chia-Hsiang

*Registered office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

*Headquarters and principal place of  
business in the PRC:*

No. 3 Taihong Road  
Hi-tech Industry Park  
Kunshan  
Jiangsu Province  
PRC

*Principal Place of Business  
in Hong Kong*

Room 1715, 17/F  
Topsail Plaza, 11 On Sum Street,  
Shatin, New Territories,  
Hong Kong

24 April 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
(1) GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES;  
(2) RE-ELECTION OF DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Company will propose at the AGM resolutions for, among other matters, (i) the grant of the Issue Mandate and the Buy-back Mandate; (ii) the extension of the Issue Mandate to include the Shares bought back under the Buy-back Mandate; and (iii) the proposed re-election of Directors.

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## LETTER FROM THE BOARD

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The purpose of this circular is to give you notice of the AGM and to provide you with the information regarding the above resolutions to be proposed at the AGM to enable you to make an informed decision on whether to vote for or against those resolutions.

### **ISSUE MANDATE**

Given that the general mandate granted to the Directors to issue Shares pursuant to the ordinary resolution passed by the Shareholders at the annual general meeting held on 19 May 2017 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Issue Mandate to the Directors. Based on the 1,131,722,200 Shares in issue as at the Latest Practicable Date and assuming that none of the outstanding share options is exercised pursuant to the Share Option Scheme, no further Shares will be issued or no Shares will be bought back and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors will be authorized to allot, issue and deal with up to a total of 226,344,440 Shares, being 20% of the total number of issued Shares as at the date of the resolution in relation thereto. The Issue Mandate, if granted, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

### **BUY-BACK MANDATE**

Given that the general mandate granted to the Directors to buy back Shares pursuant to the ordinary resolution passed by the Shareholders at the annual general meeting held on 19 May 2017 will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM to grant the Buy-back Mandate to the Directors. Based on the 1,131,722,200 Shares in issue as at the Latest Practicable Date and assuming that none of the outstanding share options is exercised pursuant to the Share Option Scheme, no further Shares will be issued or no Shares will be bought back and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to buy back up to a total of 113,172,220 Shares, being 10% of the total number of issued Shares as at the date of the resolution in relation thereto. The Buy-back Mandate, if granted, will end at the earliest of (i) the conclusion of the next annual general meeting; (ii) the expiration of the period within which the next annual general meeting is required to be held by the Articles of Association or any applicable laws of the Cayman Islands; and (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

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## **LETTER FROM THE BOARD**

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An explanatory statement in connection with the Buy-back Mandate is set out in Appendix II to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Buy-back Mandate.

### **EXTENSION OF ISSUE MANDATE TO ISSUE SHARES**

Subject to the passing of ordinary resolutions to approve the Issue Mandate and the Buy-back Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by including the number of Shares bought back under the Buy-back Mandate.

### **RE-ELECTION OF DIRECTORS**

As at the Latest Practicable Date, the executive Directors of the Company are Mr. He Ningning, Mr. Wang Jianqiang and Mr. Hu Sanmu, and the independent non-executive Directors (the “INEDs”) are Mr. Ko Ping Keung, Mr. Ng Sui Yin and Mr. Chu Chia-Hsiang.

Article 83(3) of the Articles of Association provides that, any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting after his/her appointment and shall then be eligible for re-election and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. Ko Ping Keung, who was appointed as an independent non-executive Director on 31 May 2017, will hold office until the AGM and being eligible, will offer himself for re-election at the AGM.

Article 84(1) of the Articles of Association provides that at each annual general meeting one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third), shall retire from office by rotation provided that every Director shall be subject to retirement by rotation at an annual general meeting at least once every three years. According to Article 84(2) of the Articles of Association, the Directors to retire by rotation shall be those who have been longest in office since their last election or appointment and so that as between persons who became or were last re-elected Directors on the same day those to retire shall (unless otherwise agree among themselves) be determined by lot. Any Director appointed by the Board pursuant to Article 83(3) of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. He Ningning and Mr. Ng Sui Yin shall retire by rotation at the AGM in accordance with the Articles of Association. Mr. He Ningning and Mr. Ng Sui Yin will retire and being eligible, will offer themselves for re-election at the AGM.



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## LETTER FROM THE BOARD

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The biographical details of each of the retiring Directors to be re-elected at the AGM are set out in Appendix I to this circular in accordance with the relevant requirements under the Listing Rules.

The nomination committee of the Company (the “**Nomination Committee**”) has assessed and reviewed each of the INEDs’ annual written confirmation of independence based on the independence criteria as set out in Rule 3.13 of the Listing Rules and confirmed that all the INEDs, namely, Mr. Ko Ping Keung, Mr. Ng Sui Yin and Mr. Chu Chia-Hsiang remained independent. Upon the nomination of the Nomination Committee, the Board has recommended that the retiring Directors and the Directors who filled a casual vacancy or appointed as an addition to the existing Board, namely Mr. He Ningning, Mr. Ng Sui Yin and Mr. Ko Ping Keung stand for re-election as Directors at the AGM. As good corporate governance practice, each of the retiring Directors and the Directors who filled a casual vacancy or appointed as an addition to the existing Board abstained from voting on the respective propositions of their recommendations for re-election by the Shareholders at the relevant Board meeting.

### AGM

The Company will convene the AGM at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 25 May 2018 at 10:30 a.m., at which resolutions will be proposed for the purpose of considering and, if thought fit, approving, among others, (i) the grant of the Issue Mandate and the Buy-back Mandate, (ii) the extension of the General Mandate to include Shares bought back under the Buy-back Mandate, and (iii) the re-election of Directors. The notice convening the AGM is set out on pages 17 to 23 of this circular.

A form of proxy for use in connection with the AGM is enclosed with this circular and can be downloaded from the respective websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.qtechglobal.com](http://www.qtechglobal.com)). If you are not able to attend the AGM, you are requested to complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return the completed form of proxy to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited located at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment (as the case may be) should you so wish. If you attend the AGM, the authority of your proxy will be revoked.

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## LETTER FROM THE BOARD

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### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATION

The Directors consider that (i) the grant of the Issue Mandate and the Buy-back Mandate, (ii) the extension of the General Mandate to include Shares bought back under the Buy-back Mandate, and (iii) the re-election of Directors as set out in the notice of AGM are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the notice of AGM on pages 17 to 23 of this circular.

Yours faithfully,  
By order of the Board  
**Q Technology (Group) Company Limited**  
**He Ningning**  
*Chairman*

*The following are the biographical details of the Directors who are proposed to be re-elected at the AGM as required by the Articles of Association and the Listing Rules:*

**Mr. He Ningning**

Mr. He Ningning (“**Mr. He**”), aged 47, was appointed as a Director on 5 May 2014 and was re-designated as an executive Director on 13 November 2014. Mr. He has been the chairman of the Board and the nomination committee of the Board since 13 November 2014. He is primarily responsible for overall strategic planning and formulation of investment strategies of our Group. Mr. He founded Kunshan Q Technology Limited (“**Kunshan QT China**”) in October 2007 and has more than 20 years of experience in the electrical and electronic industries. Prior to founding the Group, Mr. He served as a sales officer of Samsung Electro-Mechanics Dongguan Co., Ltd. (東莞三星電機有限公司), a manufacturer of electronic components, from July 1992 to April 1997 where he was primarily responsible for sales and delivery management. In November 2000 and June 2004, Mr. He founded Surewheel Asia Pacific Limited (幸誠賽貝亞太有限公司) (“**Surewheel**”), a company principally engaged in agency sales of printheads, and Shenzhen Xike Dexin Telecom Equipment Co., Ltd. (深圳市西可德信通信技術設備有限公司) (“**Shenzhen CK**”), a company principally engaged in the research, development and sales of complete handsets components, and has been the chairman of Surewheel and Shenzhen CK. Mr. He is primarily responsible for the strategic planning. In December 2004, Mr. He founded CK Telecom Limited (西可通信技術設備(河源)有限公司) (“**Heyuan CK**”), a company principally engaged in the sales and manufacturing of complete handsets and handset components and modules, and has been the chairman of Heyuan CK. Mr. He is primarily responsible for the strategic planning of Heyuan CK. Mr. He is the sole director and the sole shareholder of Q Technology Investment Inc. (“**QT Investment**”), a controlling shareholder of the Company as at the date of this report. Mr. He received his bachelor’s degree in science, majoring in weather dynamic, from the Peking University in July 1992 and his master’s degree of business administration from the University of California in March 2002. Mr. He is also the step-brother of Mr. Wang Jianqiang, an executive Director and chief executive officer of the Group.

Mr. He is also a director of Q Technology (Great China) Inc. (formerly known as CK Telecom (Great China) Inc.), Kunshan Q Technology (Hong Kong) Limited and Kunshan QT China, each of which is a subsidiary of the Company.

Save as disclosed herein, Mr. He has not held any other directorships in any listed public company in the past three years nor has he held any other position within the Group.

Mr. He has entered into a service contract with the Company for a term of 36 months commenced from December 2014 (i.e. the month in which the Company's Shares were listed on the Stock Exchange) and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. On 2 December 2017, Mr. He renewed their service contracts with the Company for a term of 36 months commencing from 2 December 2017. His emoluments comprise a director's fee of HK\$360,000.00 per annum. His emolument was determined by the Board by reference to his experience, responsibilities and duties within the Company and shall be adjusted by the recommendation of the remuneration committee to the Board.

As at the Latest Practicable Date, Mr. He is directly interested in the entire interest of QT Investment, which owned 751,391,000 shares of the Company, accounting for approximately 66.39% of the total issued Shares of the Company.

Save as disclosed above, Mr. He does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company.

Save as disclosed above, there are no other matters concerning Mr. He that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

**Mr. Ng Sui Yin**

Mr. Ng Sui Yin ("**Mr. Ng**"), aged 49, was appointed as an INED, the chairman of the Audit Committee and a member of each of the Remuneration Committee and the Risk Management Committee of the Company on 13 November 2014. Mr. Ng was previously the financial controller of Beijing Gas Blue Sky Holdings Limited, a company whose shares are listed on the Stock Exchange (Stock code: 6828). He is now the financial controller and company secretary of Man Yue Technology Holdings Limited, a company whose shares are listed on the Stock Exchange (Stock code: 0894). Mr. Ng has extensive experience in the areas of finance, audit, tax, bankruptcy, information technology and business development. Mr. Ng has been admitted as a member of the Hong Kong Institute of Certified Public Accountants and an associate of the Taxation Institute of Hong Kong since April 2001 and April 2009, respectively. Mr. Ng was registered as a certified tax advisor of the Taxation Institute of Hong Kong in July 2010. He received his honours diploma in accounting from the Hong Kong Shue Yan College (now known as Hong Kong Shue Yan University) and Master's degree in Professional Accounting and Corporate Governance from City University of Hong Kong.

Save as disclosed herein, Mr. Ng has not held any other directorships in any listed public company in the past three years nor has he held any other position within the Group.

Mr. Ng has been appointed as an INED for a term of three years commenced from 2 December 2014 (i.e. the date on which the Company's Shares were listed on the Stock Exchange), and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. On 2 December 2017, Mr. Ng signed letters of appointment with the Company for a term of 36 months commencing from 2 December 2017. His emoluments comprise a director's fee of HK\$100,200 per annum. The emoluments for Mr. Ng were determined by the Board by reference to his experience, responsibilities and duties within the Company and shall be adjusted by the recommendation of the remuneration committee to the Board.

Mr. Ng does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Ng did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Ng that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

#### **Mr. Ko Ping Keung**

Mr Ko Ping Keung ("**Mr. Ko**"), JP, aged 67, was appointed as an INED, the chairman of the risk management committee, a member of the audit committee, a member of nomination committee and a member of remuneration committee of the Company on 31 May 2017. Mr. Ko holds a Bachelor of Science (Honours) degree from The University of Hong Kong, and holds a Master of Science degree and a Doctor of Philosophy degree from the University of California at Berkeley. He is an Adjunct Professor of Peking University and Tsinghua University and Emeritus Professor of Electrical & Electronic Engineering and the former Dean of the School of Engineering of The Hong Kong University of Science and Technology. Mr. Ko was the Vice Chairman of Electrical Engineering and Computer Science Department of the University of California at Berkeley from 1991 to 1993 and a member of Bell Labs in USA from 1982 to 1984. Mr. Ko is an independent non-executive director of each of Henderson Investment Limited (Stock code: 0097) and Henderson Land Development Company Limited (Stock code: 0012) respectively, both of which are Hong Kong listed companies.

Save as disclosed herein, Mr. Ko has not held any other directorships in any listed public company in the past three years nor has he held any other position within the Group.

Mr. Ko has been appointed as an INED for a term of three years commenced from 31 May 2017, and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. His emoluments comprise a director's fee of HK\$100,200 per annum. The emoluments for Mr. Ko were determined by the Board by reference to his experience, responsibilities and duties within the Company and shall be adjusted by the recommendation of the remuneration committee to the Board.

Mr. Ko does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Ko did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters concerning Mr. Ko that are required to be brought to the attention of the Shareholders, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules.

*This appendix serves as explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to be proposed at the AGM for approving the Buy-back Mandate.*

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their fully-paid shares on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

**1. SHAREHOLDERS' APPROVAL**

All proposed share buy-backs on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by the shareholders by an ordinary resolution, either by way of a general mandate or by specific approval.

**2. BUY-BACK OF SECURITIES FROM CORE CONNECTED PERSONS**

Under the Listing Rules, the Company is prohibited from knowingly purchasing Shares on the Stock Exchange from a core connected person.

As at the Latest Practicable Date, no core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so in the event that the Buy-back Mandate is approved by the Shareholders.

**3. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of issued Shares is 1,131,722,200 Shares, and there were outstanding share options granted under the Share Option Scheme entitling the holders thereof to subscribe for an aggregate of 27,032,800 Shares.

Subject to the passing of the proposed ordinary resolution for the approval of the Buy-back Mandate and assuming that none of the outstanding share options of the Company is exercised pursuant to the Share Option Scheme, no further Shares are issued and no Shares are bought back and cancelled after the Latest Practicable Date and up to the date of passing the relevant resolution, the Directors will be authorized to buy back up to a maximum of 113,172,220 Shares, representing 10% of the total number of issued Shares as at the date of passing the relevant resolution. The Buy-back Mandate will end on 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 to be held by the Articles of Association or any applicable laws of the Cayman Islands; or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company.

#### **4. REASONS FOR BUY-BACK**

The Directors have no present intention to buy back any Shares but consider that the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Buy-back Mandate may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that a buy-back will benefit the Company and its Shareholders as a whole.

#### **5. FUNDING OF BUY-BACKS**

Pursuant to the Buy-back Mandate, buy-backs will be funded entirely from the Company's funds legally available for such purpose in accordance with the applicable laws of the Cayman Islands, the memorandum of association of the Company and the Articles of Association.

#### **6. IMPACT ON WORKING CAPITAL OR GEARING POSITION**

An exercise of the Buy-back Mandate in full might have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2017, being the date of its latest published audited consolidated financial statements. The Directors do not propose to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse impact on the working capital or gearing position of the Company, which in the opinion of the Directors is from time to time appropriate for the Company.



**7. SHARE PRICES**

The highest and lowest prices at which the Shares were traded on the Main Board of the Stock Exchange, during each of the twelve months immediately prior to the Latest Practicable Date were as follows:

Year	Month	Highest Price	Lowest Price	
		HK\$	HK\$	
2017	March	6.560	5.540	
	April	6.730	5.200	
	May	7.060	5.830	
	June	7.850	5.650	
	July	9.200	7.150	
	August	23.250	8.380	
	September	19.780	12.700	
	October	19.620	14.180	
	November	19.120	15.800	
	December	16.960	9.960	
	2018	January	13.46	10.12
		February	12.26	8.68
March		12.40	9.48	
April*		11.88	8.96	

\* *Up to the Latest Practicable Date*

**8. DIRECTORS AND THEIR CLOSE ASSOCIATES**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any of the shares of the Company to the Company or its subsidiaries if the Buy-back Mandate is approved at the AGM.

**9. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to buy back Shares pursuant to the Buy-back Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and the Articles of Association.

**10. EFFECT OF TAKEOVERS CODE**

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

As at the Latest Practicable Date, to the best of the knowledge of the Directors, Mr. He Ningning was the controlling shareholder of the Company, holding 751,391,000 shares of the Company or approximately 66.39% of the total number of issued Shares, through QT Investment. In the event that the Directors will exercise the powers in full to buy back Shares pursuant to the Buy-back Mandate, the interests in the Company of each of Mr. He Ningning and QT Investment would increase to approximately 73.77% of the total number of issued Shares, and such increase will not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any buy-back of Shares under the Buy-back Mandate.

Assuming that none of the outstanding share options is exercised pursuant to the Share Option Scheme and there is no issue of Shares in the Company between the Latest Practicable Date and the date of the buy-back, an exercise of the Buy-back Mandate in whole or in part will not result in the number of Shares in the public hands falling below the prescribed minimum percentage of 25% as required by the Stock Exchange. The Directors confirm that the Buy-back Mandate will not be exercised to the extent as may result in the number of Shares held by the public being reduced to less than 25% of the total number of issued Shares of the Company.

**11. SHARE BUY-BACKS MADE BY THE COMPANY**

No buy-back of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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**Q Tech**

### **Q TECHNOLOGY (GROUP) COMPANY LIMITED**

**丘鈇科技(集團)有限公司**

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

**(Stock code: 1478)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the “**AGM**”) of Q Technology (Group) Company Limited (the “**Company**”) will be held at Admiralty Conference Centre, Room 1804, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 25 May 2018 at 10:30 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and independent auditor of the Company for the year ended 31 December 2017.
2. To approve the payment of a final dividend of RMB 7.8 cents (equivalent to HK 9.6 cents) per share of the Company for the year ended 31 December 2017.
3. To re-elect Mr. He Ningning as an executive director of the Company.
4. To re-elect Mr. Ng Sui Yin as an independent non-executive director of the Company.
5. To re-elect Mr. Ko Ping Keung as an independent non-executive director of the Company.
6. To authorize the board (“**Board**”) of directors (“**Directors**”) of the Company to fix the remuneration of the Directors for the year ending 31 December 2018.

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To re-appoint KPMG, Certified Public Accountants as the independent auditor of the Company to hold office until the conclusion of the next AGM and authorize the Board to fix its remuneration.
8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) of this Resolution below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (“**Shares**”) or securities convertible into Shares, or options, warrants or similar rights to subscribe for any Shares or securities convertible into Shares and to make or grant offers, agreements and options which might require the exercise of such power be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall be in addition to any other authorization given to the Directors and shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements, and options which might require the exercise of such power after the end of the Relevant Period (as defined below);
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (“**Articles of Association**”) in force from time to time, shall not exceed the aggregate of 20% of the total number of Shares in issue as at the date of passing of this Resolution and the authority granted pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purpose 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 to be held by the Articles of Association or any other applicable laws or regulations; and
- (iii) the date on which the authority set out in this Resolution is revoked and varied by way of the ordinary resolution of the shareholders of the Company at a general meeting;

“**Rights Issue**” means an offer of shares of the Company, or offer or issue of warrants, options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares of the Company on the register on a fixed record date in proportion to their then holdings of Shares (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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws or the requirements of any recognised regulatory body or any stock exchange in any territory, outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back the shares of the Company on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognized for this purpose by the Securities and Futures Commission of Hong Kong (“**Commission**”) and the Stock Exchange under the Code of Share Buy-backs administered by the Commission be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution during the Relevant Period (as defined below) shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this Resolution, and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and
- (c) for the purpose 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 to be held by the Articles of Association or any other applicable laws or regulations; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by way of the ordinary resolution by the shareholders of the Company at a general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of Resolutions nos. 8 and 9 set out in the notice convening the annual general meeting of the Company (“**Notice**”), the general mandate granted to the Directors pursuant to Ordinary Resolution no. 8 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of shares of the Company bought back pursuant to the authority granted pursuant to Ordinary Resolution no. 9 set out in the Notice, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing this Resolution.”

By order of the Board  
**Q Technology (Group) Company Limited**  
**He Ningning**  
*Chairman and Executive Director*

Hong Kong, 24 April 2018

*Registered Office:*

Cricket Square, Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*

Room 1715, 17/F Topsail Plaza,  
11 On Sum Street,  
Shatin, New Territories,  
Hong Kong

*As at the date hereof, the executive directors are Mr. He Ningning (Chairman), Mr. Wang Jianqiang (Chief Executive Officer) and Mr. Hu Sanmu (Vice President of Sales); and the independent non-executive Directors are Mr. Chu Chia-Hsiang, Mr. Ko Ping Keung and Mr. Ng Sui Yin.*

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any member of the Company (“**Member**” or “**Shareholder**”) entitled to attend and vote at the annual general meeting (“**AGM**”) of the Company convened by the above notice or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power or authority, at the offices of the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time for holding the AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending and voting in person at the AGM or its adjourned meeting should he/she so wish.
3. For determining the entitlement of the Shareholders to attend and vote at the AGM, the register of members of the Company will be closed from 21 May 2018 (Monday) to 25 May 2018 (Friday) (both days inclusive), during which period no transfer of shares will be effected. In order to qualify to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 18 May 2018 (Friday).
4. For determining the entitlement of the Shareholders to receive the final dividend, the register of members of the Company will be closed from 8 June 2018 (Friday) to 12 June 2018 (Tuesday) (both days inclusive), during which period no transfer of shares will be effected. In order to qualify for the final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 7 June 2018 (Thursday) for registration.
5. In relation to the above proposed Resolution no. 8, approval is being sought from the members of the Company for the grant to the directors of the Company (“**Directors**”) a general mandate to authorize the allotment and issue of shares of the Company (“**Shares**”) under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The Directors have no immediate plans to issue any new Shares other than the Shares which may fall to be issued under the share option scheme of the Company.
6. In relation to the above proposed Resolution no. 9, the Directors wish to state that they have no intention to buy back any Shares and will exercise the powers conferred thereby to buy back Shares only in the circumstances which they consider appropriate for the benefit of the Shareholders. An explanatory statement containing the information necessary to enable the Shareholders to make an informed decision to vote for or against the proposed resolution as required by the Listing Rules is set out in Appendix II to the circular of the Company dated 24 April 2018.



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## NOTICE OF ANNUAL GENERAL MEETING

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7. In compliance with Rule 13.39(4) of the Listing Rules, voting on all resolutions proposed at the general meeting will be decided by way of poll except where the chairman of general meetings, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted by show of hands.
8. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 7:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by a supplementary announcement posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited. If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.