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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)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 25 MAY 2023

At the annual general meeting (the “AGM”) of D&G Technology Holding Company Limited (the “Company”) held on 25 May 2023, all the proposed resolutions as set out in the notice of the AGM dated 24 April 2023 were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
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 2022.	432,186,000 (100.00%)	0 (0.00%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
2.	(a) To re-elect the following directors of the Company:		
	(i) Mr. Choi Hung Nang as executive director of the Company	432,186,000 (100.00%)	0 (0.00%)
	(ii) Mr. Choi Hon Ting, Derek as executive director of the Company	432,186,000 (100.00%)	0 (0.00%)
	(iii) Mr. O'Yang Wiley as independent non-executive director of the Company	432,186,000 (100.00%)	0 (0.00%)
	(iv) Mr. Fok Wai Shun, Wilson as independent non-executive director of the Company	432,186,000 (100.00%)	0 (0.00%)
	(b) To authorize the board of directors of the Company to fix the respective directors' remuneration.	432,186,000 (100.00%)	0 (0.00%)
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.	432,186,000 (100.00%)	0 (0.00%)
4.	To grant a general mandate to the directors of the Company to buy back shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.	432,186,000 (100.00%)	0 (0.00%)
5.	To grant a general mandate to the directors of the Company to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.	431,790,000 (99.91%)	396,000 (0.09%)

Ordinary Resolutions		Number of Votes (%)	
		For	Against
6.	To extend the general mandate granted to the directors of the Company to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares bought back by the Company.	431,790,000 (99.91%)	396,000 (0.09%)
Special Resolution		Number of Votes (%)	
		For	Against
7.	To amend the existing memorandum and articles of association of the Company in the manner as set out in Appendix III to the circular of the Company dated 24 April 2023 with immediate effect after the close of the AGM and that the directors or company secretary of the Company be and are hereby authorized to do all things necessary to implement the adoption of the new memorandum and articles of association of the Company.	432,186,000 (100.00%)	0 (0.00%)

Notes:

- (a) As more than 50% of the votes were cast in favour of each of the resolutions numbered 1 to 6 above, all these resolutions were duly passed as ordinary resolutions of the Company.
- (b) As more than 75% of the votes were cast in favour of the resolution numbered 7 above, the resolution was duly passed as a special resolution of the Company.
- (c) As at the date of the AGM, the total number of shares of the Company in issue was 639,408,000 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM was 639,408,000 shares.
- (e) There were no shares entitling the holder to attend and abstain from voting in favour of the resolutions at the AGM as set out in rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

- (f) No shareholder of the Company was required under the Listing Rules to abstain from voting on the resolutions at the AGM.
- (g) None of the shareholders of the Company have stated their intention in the Company's circular dated 24 April 2023 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company's branch share registrar, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.
- (i) All directors of the Company (except for Mr. Liu Tom Jing-zhi, Mr. Lao Kam Chi and Mr. Li Zongjin who were unable to attend due to other work commitment) attended the AGM.

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

Hong Kong, 25 May 2023

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 and Mr. Lao Kam Chi; the non-executive directors of the Company are Mr. Chan Lewis and Mr. Alain Vincent Fontaine; and the independent non-executive directors of the Company are Mr. O'Yang Wiley, Mr. Li Zongjin, Mr. Lee Wai Yat, Paco and Mr. Fok Wai Shun, Wilson.