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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting ("**EGM**") of D&G Technology Holding Company Limited (the "**Company**") will be held at 20/F, OfficePlus@Sheungwan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Friday, 2 October 2026 at 11:00 a.m. for the following purposes:

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

   "**THAT**:

   (a) conditional upon the passing of Resolution 2 below, the grant of 7,837,300 share options (which exceeds the 0.1% limit under Rule 17.04(3) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) to Ms. Choi Kwan Li, Glendy ("**Ms. G Choi**") under the share option scheme of the Company adopted on 18 June 2026 to subscribe for a total of 7,837,300 shares of the Company at the subscription price of HK$0.36 per share and on the terms and conditions set out in the circular of the Company dated 14 September 2026 be and is hereby approved, confirmed and ratified; and

   (b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they may consider necessary, desirable or expedient to give effect to the grant of the share options to Ms. G Choi and the issue and allotment of the shares of the Company upon exercise of the share options so granted."

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

"**THAT**:

(a) conditional upon the passing of Resolution 1 above, the grant of 7,837,300 share options (which exceeds the 1% individual limit under Rule 17.03D(1) Listing Rules) to Ms. G Choi under the share option scheme of the Company adopted on 18 June 2026 to subscribe for a total of 7,837,300 shares of the Company at the subscription price of HK$0.36 per share and on the terms and conditions set out in the circular of the Company dated 14 September 2026 be and is hereby approved, confirmed and ratified; and

(b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they may consider necessary, desirable or expedient to give effect to the grant of the share options to Ms. G Choi and the issue and allotment of the shares of the Company upon exercise of the share options so granted."

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

"**THAT**:

(a) conditional upon the passing of Resolution 4 below, the grant of 7,210,316 share options (which exceeds the 0.1% limit under Rule 17.04(3) of the Listing Rules) to Mr. Choi Hon Ting, Derek ("**Mr. D Choi**") under the share option scheme of the Company adopted on 18 June 2026 to subscribe for a total of 7,210,316 shares of the Company at the subscription price of HK$0.36 per share and on the terms and conditions set out in the circular of the Company dated 14 September 2026 be and is hereby approved, confirmed and ratified; and

(b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they may consider necessary, desirable or expedient to give effect to the grant of the share options to Mr. D Choi and the issue and allotment of the shares of the Company upon exercise of the share options so granted."

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

"**THAT**:

(a) conditional upon the passing of Resolution 3 above, the grant of 7,210,316 share options (which exceeds the 1% individual limit under Rule 17.03D(1) of the Listing Rules) to Mr. D Choi under the share option scheme of the Company adopted on 18 June 2026 to subscribe for a total of 7,210,316 shares of the Company at the subscription price of HK$0.36 per share and on the terms and conditions set out in the circular of the Company dated 14 September 2026 be and is hereby approved, confirmed and ratified; and

(b) the directors of the Company be and are hereby authorised to do all such acts and things and execute all such documents as they may consider necessary, desirable or expedient to give effect to the grant of the share options to Mr. D Choi and the issue and allotment of the shares of the Company upon exercise of the share options so granted."

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

"**THAT**:

(a) to consider the removal of PricewaterhouseCoopers as the auditor of the Company pursuant to article 152(2) of the articles of association of the Company with immediate effect after the conclusion of the EGM (the "**Removal**"), and the board of directors of the Company (the "**Board**") and any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Removal; and

(b) To consider, conditional upon the passing of the ordinary resolution numbered 5(a) above, (i) Deloitte Touche Tohmatsu be and is hereby appointed as the auditor of the Company in place of PricewaterhouseCoopers immediately following the Removal after the conclusion of the EGM, and to hold office until the conclusion of the forthcoming annual general meeting of the Company (the "**Appointment**"); (ii) the Board and any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they may consider necessary, desirable or expedient or in the interest of the Company to give effect to the Appointment; and (iii) the Board be and is hereby authorised to fix the remuneration of Deloitte Touche Tohmatsu."

By Order of the Board
D&G Technology Holding Company Limited
Choi Kwan Li, Glendy
Chairman

Hong Kong, 14 September 2026

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.

   Resolutions 1 and 2 are inter-conditional upon each other. In the event that either Resolution 1 or Resolution 2 is not passed, both Resolutions 1 and 2 will not take effect. Resolutions 3 and 4 are inter-conditional upon each other. In the event that either Resolution 3 or Resolution 4 is not passed, both Resolutions 3 and 4 will not take effect. For clarity, Resolutions 1 and 2 (as a set), and Resolutions 3 and 4 (as a set), are not interdependent or conditional upon each other.

2. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy, or if a shareholder who is the holder of two or more shares may appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.

3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's branch share registrar in Hong Kong, (1) Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or before Wednesday, 23 September 2026) or (2) Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (on or after Thursday, 24 September 2026) not less than 48 hours before the time appointed for the meeting (i.e. not later than 11:00 a.m. on Wednesday, 30 September 2026) or the adjourned meeting (as the case may be). Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 28 September 2026 to Friday, 2 October 2026, both dates inclusive, during which period no transfer of shares will be registered. The record date of the meeting will be Friday, 2 October 2026 and in order to be eligible to attend and vote at the Extraordinary General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, (1) Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong (on or before Wednesday, 23 September 2026) or (2) Union Registrars Limited, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong (on or after Thursday, 24 September 2026) for registration not later than 4:00 p.m. on Friday, 25 September 2026.

5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning signal or "extreme conditions after super typhoons" announced by the HKSAR Government is/are in effect any time and remains in force 3 hours before the time of the meeting, the meeting will be adjourned in accordance with the articles of association of the Company. The Company will post an announcement on the website of the Company (www.dgtechnology.com) and on the website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify shareholders of the Company of the date, time and place of the rescheduled meeting.

6. References to time and dates in this Notice are to Hong Kong time and dates.

As at the date of this notice, the executive Directors are Ms. Choi Kwan Li, Glendy, Mr. Choi Hon Ting, Derek, Mr. Liu Tom Jing-zhi and Mr. Lao Kam Chi; the non-executive Directors are Mr. Chan Lewis and Mr. Alain Vincent Fontaine; and the independent non-executive Directors are Mr. O'Yang Wiley, Mr. Lee Wai Yat, Paco and Ms. Hu Bingbing.