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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)

VOLUNTARY ANNOUNCEMENT
CHANGE IN SHAREHOLDING STRUCTURE
OF THE CONTROLLING SHAREHOLDER OF THE COMPANY

This announcement is made by the Company on a voluntary basis.

The Company was informed by Prima DG that on 21 October 2025, the shareholders of Prima DG completed the Reorganisation which was implemented as part of family planning and succession arrangements.

Immediately prior to and upon completion of the Reorganisation: (i) Prima DG remained, and will continue to remain, as a controlling shareholder of the Company, holding approximately 55.14% of the total issued share capital of the Company; and (ii) the Choi Family collectively held, and will continue to hold, 100% shareholding interest in Prima DG.

The Choi Family has applied for, and the Executive has granted, a waiver in relation to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation on the part of Mr. HN Choi to make a general offer for all the issued Shares which may have otherwise arisen as a result of the Reorganisation.

THE REORGANISATION

The Company was informed by Prima DG that on 21 October 2025, the shareholders of Prima DG completed the Reorganisation which was implemented as part of family planning and succession arrangements.

Immediately prior to the Reorganisation, (i) Prima DG held 345,696,000 Shares, representing approximately 55.14% of the total issued share capital of the Company; and (ii) in turn, Prima DG was held as to 40% by Mr. HN Choi, as to 20% by the late Ms. SC Tin, as to 20% by Mr. D Choi and as to 20% by Ms. G Choi.

The Reorganisation involved the implementation of the following transfers of shares in Prima DG:

- (a) On 20 October 2025, the 20% shareholding interest in Prima DG held by the late Ms. SC Tin was transferred to Mr. HN Choi at nil consideration under a grant of probate (“**Step 1**”). As a result of Step 1, Prima DG was held as to 60% by Mr. HN Choi, as to 20% by Mr. D Choi and as to 20% by Ms. G Choi.
- (b) On 21 October 2025, Mr. HN Choi transferred his 60% shareholding interest in Prima DG to each of Mr. D Choi and Ms. G Choi (in equal shares) at nil consideration (“**Step 2**”). As a result of Step 2, Prima DG was held as to 50% by Mr. D Choi and as to 50% by Ms. G Choi and Mr. HN Choi ceased to hold any shareholding interest in Prima DG.

As illustrated above, immediately prior to and upon completion of the Reorganisation: (i) Prima DG remained, and will continue to remain, as a controlling shareholder of the Company, holding approximately 55.14% of the total issued share capital of the Company; and (ii) the Choi Family collectively held, and will continue to hold, 100% shareholding interest in Prima DG.

IMPLICATIONS UNDER THE TAKEOVERS CODE

Pursuant to Rule 26.1 of the Takeovers Code, the Reorganisation might have triggered the requirement on the part of Mr. HN Choi to make a mandatory general offer for all the issued Shares unless a waiver is granted by the Executive, given that (i) Mr. HN Choi’s shareholding interest in Prima DG temporarily increased from 40% to 60% as a result of Step 1, thereby acquiring statutory control of Prima DG and control of approximately 55.14% in the Company under the “chain principle” referred to in the Takeovers Code during the period between the completion of Step 1 and the completion of Step 2 of the Reorganisation; and (ii) the largest individual shareholding in Prima DG held within the Choi Family has changed as a result of the Reorganisation.

In this regard, the Choi Family has applied for, and the Executive has granted, a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation on the part of Mr. HN Choi to make a general offer for all the issued Shares which may have otherwise arisen as a result of the Reorganisation.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Choi Family”	Mr. HN Choi, the late Ms. SC Tin, Mr. D Choi and Ms. G Choi
“Company”	D&G Technology Holding Company Limited (德基科技控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange

“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Executive”	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. D Choi”	Mr. Choi Hon Ting, Derek, the son of Mr. HN Choi and Ms. SC Tin. Mr. D Choi is also an executive Director of the Company, and a director of Prima DG
“Mr. HN Choi”	Mr. Choi Hung Nang
“Ms. G Choi”	Ms. Choi Kwan Li, Glendy, the daughter of Mr. HN Choi and Ms. SC Tin. Ms. G Choi is also the Chairman and an executive Director of the Company, and a director of Prima DG
“Ms. SC Tin”	Ms. Tin Suen Chu, the late spouse of Mr. HN Choi
“Prima DG”	Prima DG Investment Holding Company Limited (翰名投資控股有限公司), a company incorporated in the British Virgin Islands with limited liability, and a controlling shareholder of the Company
“Reorganisation”	the internal reorganisation of the shares in Prima DG, the details of which are set out in the section headed “The Reorganisation” of this announcement
“SFC”	the Securities and Futures Commission of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
“%”	per cent

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

Hong Kong, 22 October 2025

As at the date of this announcement, 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.