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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 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**

**丘鈦科技(集團)有限公司**

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

**(Stock code: 1478)**

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
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 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 22 May 2015 at 10:30 a.m. is set out on pages 16 to 20 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, 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 Shops 1712-1716, 17th 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. Completion and return of the form of proxy will not preclude you from attending and voting in person 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.

21 April 2015

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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 will 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 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 22 May 2015 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 the Directors
“Buy-back Mandate”	the general mandate proposed to be granted at the AGM to the Directors to buy back Shares not exceeding 10% of the number of the 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 PRC
“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 number of the issued Shares as at the date of passing the relevant resolution granting such mandate

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## DEFINITIONS

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“Latest Practicable Date”	15 April 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	2 December 2014, the date on which the Shares were initially listed on the Main Board of the Stock Exchange
“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
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Company on 13 November 2014
“SFO”	Securities and Futures Ordinance (Chapter 571 of the 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed thereto under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed thereto under the Listing Rules
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers as amended, supplemented or otherwise modified from time to time
“%”	per cent.

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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 Financial Officer*)  
Mr. Yang Peikun (*Chief Executive Officer*)

*Independent Non-executive Directors:*

Ms. Chen Jun  
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:*

31/F., 148 Electric Road  
North Point  
Hong Kong

21 April 2015

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES  
AND  
RE-ELECTION OF DIRECTORS  
AND  
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 the 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 and against those resolutions.

### **ISSUE MANDATE**

Given that the general mandate granted to the Directors to issue Shares pursuant to the written resolutions of all the Shareholders dated 13 November 2014 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 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that none of the outstanding share options of the Company is exercised pursuant to the Pre-IPO 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 authorised to allot, issue and deal with up to a total of 200,000,000 Shares, being 20% of the total number of the issued Shares as at the date of the resolution in relation thereto if the Issue Mandate is granted at the AGM. The Issue Mandate 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 written resolutions of all the Shareholders dated 13 November 2014 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. Subject to the passing of the proposed ordinary resolution approving the grant of the Buy-back Mandate and based on 1,000,000,000 Shares in issue as at the Latest Practicable Date and assuming that none of the outstanding share options of the Company is exercised pursuant to the Pre-IPO Share Option Scheme, no further Shares will be issued or no Shares will be repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Company will be allowed to buy back a maximum of 100,000,000 Shares, being 10% of the total number of the 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 on which such authority is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

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.

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## LETTER FROM THE BOARD

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### EXTENSION OF THE ISSUE MANDATE TO ISSUE SHARES

Subject to the passing of the ordinary resolutions to grant 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, there were three executive Directors, namely Mr. He Ningning, Mr. Wang Jianqiang and Mr. Yang Peikun; and three independent non-executive Directors (the “INEDs”), namely Ms. Chen Jun, Mr. Ng Sui Yin and Mr. Chu Chia-Hsiang.

Article 83(3) of the Articles of Association provides that any Director appointed to fill a casual vacancy on the Board shall hold office until the first general meeting of Members after his appointment and shall then be eligible for re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election. Accordingly, Mr. He Ningning, Mr. Wang Jianqiang, Mr. Yang Peikun, Ms. Chen Jun, Mr. Ng Sui Yin and Mr. Chu Chia-Hsiang will retire at the AGM and all of them, being eligible, will offer themselves for re-election at the AGM.

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 Ms. Chen Jun, Mr. Ng Sui Yin and Mr. Chu Chia-Hsiang remain independent. Therefore, upon the nomination of the Nomination Committee, the Board has recommended that the retiring Directors, namely Mr. He Ningning, Mr. Wang Jianqiang, Mr. Yang Peikun, Ms. Chen Jun, Mr. Ng Sui Yin and Mr. Chu Chia-Hsiang stand for re-election as Directors at the AGM. As a good corporate governance practice, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

### AGM

The Company will convene the AGM at 10:30 a.m. on Friday, 22 May 2015 at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, at which the 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 16 to 20 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 ([qtechglobal.com](http://qtechglobal.com)). If you are not able to attend, you are requested to

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## **LETTER FROM THE BOARD**

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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 Shops 1712-16, 17th 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. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM or its adjournment should he/she/it so wishes. If the Shareholder attends and votes at the AGM, the authority of your proxy will be revoked.

### **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, 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 Issue Mandate to include the Shares bought back pursuant to 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 the AGM on pages 16 to 20 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 will retire as required by the Articles of Association and the Listing Rules and are proposed to be re-elected at the AGM.*

Save as disclosed below, there are no other matters concerning each of the retiring Directors 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. He Ningning**

Mr. He Ningning (“Mr. He”), aged 44, was appointed as a Director on 5 May 2014 and was re-designated as an executive Director on 13 November 2014. He is the chairman of the Board and has been the chairman of the Nomination Committee 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 (昆山丘鈦微電子科技有限公司) (“Kunshan QT China”) in October 2007 and has nearly 20 years of experience in the electrical and electronic industry. 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 received his bachelor’s degree in science, majoring in dynamic meteorology, 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 the step-brother of Mr. Wang Jianqiang, an executive Director and the chief financial officer of the Group.

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

Save as disclosed above, 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 three years commencing in December 2014 and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. His emoluments comprise a basic salary of HK\$300,000.00 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 of the Company (the “Remuneration Committee”) to the Board.

As at the Latest Practicable Date, Mr. He held 750,000,000 Shares through Q Technology Investment Inc. which was wholly owned by him.

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

**Mr. Wang Jianqiang**

Mr. Wang Jianqiang (“Mr. Wang”), aged 43, was appointed as a Director on 5 May 2014 and was re-designated as an executive Director on 13 November 2014. Mr. Wang is the chief financial officer of the Group and is primarily responsible for audit management and budgeting of the Group. Prior to joining the Group, Mr. Wang served as a supervisor of the quality assurance department of SAE Magnetics (東莞新科電子廠), a computer hardware manufacturer, from October 1995 to September 1996, where he was primarily responsible for product quality assurance. From August 1998 to January 2005, he served as the sales assistant manager of the Shenzhen office of Samsung Electro-Mechanics (H.K.) Limited (三星電機(香港)有限公司), a manufacturer of electronic components, where he was primarily responsible for sales of the electronic components. From February 2005 to April 2014 and December 2005 to April 2014, respectively, Mr. Wang served as the chief financial officer of Shenzhen CK and Heyuan CK where he was primarily responsible for audit management and budgeting. Mr. Wang received his bachelor’s degree in engineering, majoring in fluid machinery and engineering, from the Sichuan University of Science and Technology (四川工業學院) in June 1995. Mr. Wang is the step-brother of Mr. He, an executive Director and the chairman of the Board.

Mr. Wang is also a director of each of Kunshan QT Hong Kong and Chengdu Q Technology Limited (成都丘鈦微電子科技有限公司), each of which is a subsidiary of the Company.

Save as disclosed above, Mr. Wang 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. Wang has entered into a service contract with the Company for a term of three years commencing in December 2014 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 RMB60,000.00 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. Wang beneficially owned 10,000,000 share options granted under the Pre-IPO Share Option Scheme.

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

**Mr. Yang Peikun**

Mr. Yang Peikun (“Mr. Yang”), aged 35, was appointed as a Director on 5 May 2014 and was re-designated as an executive Director on 13 November 2014. Mr. Yang is the chief executive officer of the Company as well as a director and the general manager of Kunshan QT China and is primarily responsible for the business operations of Kunshan QT China. Prior to joining the Group, Mr. Yang worked at ZTE Corporation (中興通訊股份有限公司), a company whose shares are listed on the Stock Exchange (Stock Code: 763) and Shenzhen Stock Exchange (Stock Code: 000063) and which is engaged in the design, development, production, distribution and installation of a broad range of advanced telecommunications equipment, from July 2004 to August 2007. From December 2007 to September 2013, he held various positions in Shenzhen CK and last served as the assistant to general manager and was primarily responsible for human resources management and internal control. Mr. Yang received his bachelor’s degree in management, majoring in financial management, and his master’s degree in management, majoring in accounting, from the Wuhan University in June 2001 and June 2004, respectively.

Save as disclosed above, Mr. Yang 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. Yang has entered into a service contract with the Company for a term of three years commencing in December 2014 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 RMB60,000 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. Yang beneficially owned 20,000,000 share options granted under the Pre-IPO Share Option Scheme.

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

**Mr. Chu Chia-Hsiang**

Mr. Chu Chia-Hsiang (“Mr. Chu”), aged 45, was appointed as an independent non-executive Director (the “INED”), the chairman of the Remuneration Committee and a member of each of the audit committee of the Company (the “Audit Committee”) and the Nomination Committee on 13 November 2014. From June 1997 to June 2002, Mr. Chu held various positions in Hewlett-Packard Taiwan Ltd. (惠普科技股份有限公司), which is a provider of computing devices, testing and skilled solutions, and last served as an expert sales and was primarily responsible for overseeing its sales department in respect of the computing devices. From May 2002 to August 2004, Mr. Chu served as the investment manager of CDIB Venture Capital Corp. (中華開發創業投資股份有限公司), which was a wholly-owned subsidiary of

China Development Financial Holding Corporation (中華開發金融控股股份有限公司) (Stock Code: 2883) listed on the Taiwan Stock Exchange and was primarily engaged in enterprise operations, management, and consulting services. Mr. Chu was primarily responsible for exploring and assessing of investment plans and post-investment management. In January 2014, Mr. Chu established W K Innovation Ltd. (普訊創新股份有限公司), a venture capital firm, and served as the managing director and acted as its chairman and chief executive officer, where he is primarily responsible for its strategic planning. From August 2004 to January 2014, Mr. Chu served as the general manager of W K Technology Fund (普訊創業投資, previously known as 普訊創業投資股份有限公司), a venture capital firm. Mr. Chu was primarily responsible for exploring and assessing of investment plans and post-investment management. He was the legal representative of the Litmax Electronics Inc. (晶達光電股份有限公司, Stock code: 4995) and Raydium Semi-conductor Corporation (瑞鼎科技股份有限公司, Stock code: 3592), each of which is listed on the Taiwan Cretai Securities Market (台灣證券櫃檯買賣中心).

Mr. Chu received his bachelor of science degree in electrical engineering, from the National Tsing-Hua University in Taiwan in July 1993 and his master's degree in management from the National Cheng-Kung University in Taiwan in June 1995. Mr. Chu served as an executive council member of the Taiwan Private Equity & Venture Capital Association (中華民國創業投資商業同業公會) from May 2008 to May 2010.

Save as disclosed herein, Mr. Chu 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. Chu has been appointed as an INED for a term of three years commencing on 2 December 2014, 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. Chu 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. Chu 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. Chu 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.

#### **Ms. Chen Jun**

Ms. Chen Jun ("Ms. Chen"), aged 52, was appointed as an INED, the chairlady of the risk management committee of the Company (the "Risk Management Committee") and a member of each of the Audit Committee, the Remuneration Committee and the Nomination Committee on 13 November 2014. Since 1987, Ms. Chen has been the tutor in accounting and auditing at the Capital University of Economics and Business (首都經濟貿易大學) in the PRC (the "Capital University") and primarily responsible for teaching and research work. Since June 1999, Ms. Chen has been accredited as an assistant professor of the Capital University. Ms.

Chen received her bachelor's degree and master's degree in economics, majoring in accounting, from the Capital University in July 1985 and December 1988, respectively. Ms. Chen received her doctor's degree in management, majoring in corporate management, from the Renmin University of China (中國人民大學) in June 2007. Ms. Chen completed a program of international management education at the Brennan School of Business of Dominican University in the United States of America in November 2007.

She was a speaker for various organisations, including the Beijing Institute of Certified Public Accountants (北京註冊會計師協會) and the Beijing Lianxin School (北京聯信學校). She actively participated in the preparation of The Administrative Method for Financial Revenue and Expenditure Auditing in Beijing Health Sector (《北京市衛生系統財務收支審計管理辦法》) and The Practice Guideline for Financial Revenue and Expenditure Auditing in Beijing Health Sector (《北京市衛生系統財務收支審計操作指南》).

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

Ms. Chen has been appointed as an INED for a term of three years commencing on 2 December 2014, and is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Her emoluments comprise a director's fee of HK\$100,200 per annum. The emoluments for Ms. Chen were determined by the Board by reference to her experience, responsibilities and duties within the Company and shall be adjusted by the recommendation of the Remuneration Committee to the Board.

Ms. Chen does not have any relationship with any Director, senior management, substantial shareholder or controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Chen 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.

#### **Mr. Ng Sui Yin**

Mr. Ng Sui Yin ("Mr. Ng"), aged 47, 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 on 13 November 2014. From June 2002 to December 2004, Mr. Ng served as an audit assistant manager of David Ho & Company, Certified Public Accountants (Practising), an accounting firm principally engaged in the provision of audit services, where he was primarily responsible for audit plan and audit works. Since January 2005, he has served as the financial controller of Blue Sky Power Holdings Limited (HK Stock Code: 6828, previously known as China Print Power Group Limited), a company listed on the Stock Exchange and Singapore Exchange Securities Trading Limited, with its subsidiaries principally engaged in the printing business and sales of paper and leather products, where he is in charge of the finance and administrative matters. Mr. Ng has over 12 years of experience in the areas of finance, audit, tax and bankruptcy. 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) in July 1998.

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 commencing on 2 December 2014, 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. 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.

*This appendix serves as an 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 summarised 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 a 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 sell any of the Shares held by him/her/it to the Company or its subsidiaries in the event that the Buy-back Mandate is approved by the Shareholders.

### **3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares and there were outstanding share options granted under the Pre-IPO Share Option Scheme entitling the holders thereof to subscribe for an aggregate of 56,700,000 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 Pre-IPO 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 the AGM of passing such resolution, the Directors will be authorised to buy back up to a maximum of 100,000,000 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; (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; 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-BACKS

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

#### 5. FUNDING OF BUY-BACKS

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

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

An exercise of the Buy-back Mandate in full would have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2014, 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 market prices at which the Shares had been traded on the Main Board of the Stock Exchange since the Listing Date and up to the Latest Practicable Date were as follows:

Month	Traded Price (HK\$)	
	Highest	Lowest
<b>2014</b>		
December	2.91	1.76
<b>2015</b>		
January	2.20	1.80
February	2.06	1.85
March	2.32	1.81
April (up to and including the Latest Practicable Date)	3.89	1.95

#### 8. DIRECTORS AND THEIR CLOSE ASSOCIATES

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares 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 a 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 purpose 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 knowledge and belief of the Directors, Mr. He Ningning was the controlling shareholder of the Company, holding 750,000,000 Shares or 75% of the issued share capital of the Company, through Q Technology Investment Inc. ("QT Investment"). In the event that the Directors will exercise in full the Buy-back Mandate, the interests in the Company of each of Mr. He Ningning and QT Investment would be increased to approximately 83.33% of the issued share capital of the Company 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 consequence 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 options of the Company is exercised pursuant to the Pre-IPO Share Option Scheme and there is no issue of Shares in the Company between the Latest Practicable Date and the date of a buy-back, an exercise of the Buy-back Mandate in whole or in part will 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 the Shares held by the public being reduced to less than 25% of the issued share capital of the Company.

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

No buy-back of Shares have been made by the Company (whether on the Stock Exchange or otherwise) since the Listing Date up 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 IS HEREBY GIVEN THAT** the annual general meeting of the members of Q Technology (Group) Company Limited (the “Company” and the “AGM”, respectively) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong, on Friday, 22 May 2015 at 10:30 a.m. for the following purposes:

#### **AS ORDINARY BUSINESS**

1. To receive, consider 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 2014 (the “Year”).
2. To approve the payment of a final dividend of HK\$0.052 per share of the Company for the Year.
3. To re-elect Mr. He Ningning as an executive director of the Company (the “Executive Director”).
4. To re-elect Mr. Wang Jianqiang as an Executive Director.
5. To re-elect Mr. Yang Peikun as an Executive Director.
6. To re-elect Ms. Chen Jun as an independent non-executive director of the Company (the “INED”).
7. To re-elect Mr. Ng Sui Yin as an INED.
8. To re-elect Mr. Chu Chia-Hsiang as an INED.
9. To authorize the board (the “Board”) of directors of the Company (the “Directors”) to fix the Directors’ remuneration for the year ending 31 December 2015.
10. 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 authorise the Board to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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11. 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 of the Company (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 (the “Shares”) or securities convertible into Shares, or options, warrants or securities for similar rights to subscribe for any Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (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 above, 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 (the “Articles of Association”) in force from time to time, shall not exceed the aggregate of 20% of the total number of the Shares in issue as at the date of the passing of this Resolution and such approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

**“Relevant Period”** means the period from the date of 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 by the shareholders of the Company in general meeting;

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of Shares, 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 on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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).”

12. 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 below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to buy back the shares of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Commission”) and the Stock Exchange under the Hong Kong Code of Share Buy-backs administered by the Commission be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be bought back by the Company pursuant to the approval in paragraph (a) of this Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the total number of the issued Shares 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 of the Company 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 by the shareholders of the Company in general meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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13. “**THAT** conditional upon the passing of Resolution nos. 11 and 12 set out in the notice convening the annual general meeting of the Company (the “Notice”), the authority granted to the directors of the Company pursuant to Resolution no. 11 set out in the Notice be and is hereby extended by the addition thereto of an amount representing the total number of the Shares bought back pursuant to the authority granted pursuant to Resolution no. 12 set out in the Notice, provided that such amount shall not exceed 10% of the total number of the issued Shares 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, 21 April 2015

*Registered office:*

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

*Principal Place of Business in Hong Kong:*

31/F., 148 Electric Road  
North Point  
Hong Kong

*At the date of this notice, the executive Directors are Mr. He Ningning (Chairman), Mr. Wang Jianqiang (Chief Financial Officer) and Mr. Yang Peikun (Chief Executive Officer) and the independent non-executive Directors are Mr. Chu Chia-Hsiang, Ms. Chen Jun 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 (the “Member”) entitled to attend and vote at the AGM or its adjourned meeting (as the case may be) is entitled to appoint one or more proxies to attend and vote, on a poll, instead of him/her/it. 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 duly completed and, signed form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a 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 Shops 1712-16, 17th 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 Tuesday, 19 May 2015 to Friday, 22 May 2015 (both dates inclusive), during which period no transfer of Shares will be effected. To qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 18 May 2015.
4. For determining the entitlement of Shareholders to receive the final dividend, the register of members of the Company will be closed from Friday, 5 June 2015 to Tuesday, 9 June 2015, both days inclusive, during which period no share transfers can be registered. To qualify for the said dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong 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 Thursday, 4 June 2015.
5. In relation to the proposed Resolution no. 11 above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of 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 pre-IPO share option scheme of the Company.
6. In relation to the proposed Resolution no. 12 above, 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 Members. An explanatory statement containing the information necessary to enable the Members 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 this circular.
7. In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in the Notice will be decided by way of a poll except where the chairman, 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..
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 an 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.