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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
GENERAL MANDATES TO ISSUE SHARES AND BUY BACK SHARES
AND
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 20 May 2016 at 10:30 a.m. is set out on pages 14 to 18 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 Shops 1712-1716, 17th 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. 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.

15 April 2016

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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.

DEFINITIONS

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 10:30 a.m. on Friday, 20 May 2016 at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong
“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 buy back Shares not exceeding 10% of the 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
“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 issued Shares as at the date of passing the relevant resolution granting such mandate

DEFINITIONS

“Latest Practicable Date”	8 April 2016, 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
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme adopted by the Company on 13 November 2014
“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
“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 issued by the Securities and Futures Commission in Hong Kong as amended, supplemented or otherwise modified from time to time
“%”	per cent

LETTER FROM THE BOARD



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. Yang Peikun (*Chief Executive Officer*)

Mr. Wang Jianqiang (*Chief Financial 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*

Room 1715, 17/F

Topsail Plaza, 11 On Sum Street

Shatin, New Territories

Hong Kong

15 April 2016

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 Directors.

LETTER FROM THE BOARD

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 ordinary resolution passed by the Shareholders at the annual general meeting dated 22 May 2015 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 1,036,771,000 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 authorized to allot, issue and deal with up to a total of 207,354,200 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 dated 22 May 2015 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 the 1,036,771,000 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 Company will be allowed to buy back a maximum of 103,677,100 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.

LETTER FROM THE BOARD

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 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, the executive Directors of the Company are Mr. He Ningning, Mr. Yang Peikun and Mr. Wang Jianqiang, and the independent non-executive Directors (the “INEDs”) are Ms. Chen Jun, Mr. Ng Sui Yin and Mr. Chu Chia-Hsiang.

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), 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. Accordingly, Mr. Wang Jianqiang and Mr. Ng Sui Yin shall retire by rotation at the AGM in accordance with the Articles of Association. Mr. Wang Jianqiang and Mr. Ng Sui Yin will retire and being eligible, 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.

LETTER FROM THE BOARD

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 remained independent. Upon the nomination of the Nomination Committee, the Board has recommended that the retiring Directors, namely Mr. Wang Jianqiang and Mr. Ng Sui Yin stand for re-election as Directors at the AGM. As 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, 20 May 2016 at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, 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 14 to 18 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) and the Company (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 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 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.

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.

LETTER FROM THE BOARD

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 14 to 18 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. Wang Jianqiang

Mr. Wang Jianqiang (“Mr. Wang”), aged 44, 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 the 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 Xike Dexin Telecom Equipment Co., Ltd. (深圳市西可德信通信技術設備有限公司) and CK Telecom Limited (西可通信技術設備(河源)有限公司) 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 Ningning, an executive Director and the chairman of the Board.

Mr. Wang is also a director of each of Kunshan Q Technology (Hong Kong) Limited, Chengdu Q Technology Limited (成都丘鈦微電子科技有限公司) and Taiwan Q Technology Co., Ltd (台灣丘鈦科技有限公司), 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 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. 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 7,500,000 Shares and 2,500,000 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. Ng Sui Yin

Mr. Ng Sui Yin (“Mr. Ng”), aged 48, 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. Mr. Ng was previously the financial controller of Blue Sky Power Holdings Limited, a company whose shares are listed on the Stock Exchange (Stock Code: 6828). He is now the financial controller 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 audit, finance and treasury management, 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) 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 commenced from 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.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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 issued share capital of the Company comprised of 1,036,771,000 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 18,826,000 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 passing the relevant resolution, the Directors will be authorized to buy back up to a maximum of 103,677,100 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.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

On 1 February 2016 (the “**Date of Board Resolution**”), the Board convened a meeting and passed various resolutions (the “**Repurchase Resolutions**”) in relation to, amongst other matters, the repurchase of up to 5,000,000 Shares (the “**Relevant Shares**”) pursuant to a buyback mandate (“**Old Mandate**”) granted by the shareholders of the Company at the annual general meeting of the Company held on 22 May 2015 (the “**2015 AGM**”). The Relevant Shares represented approximately 0.494% of the aggregate number of the issued Shares as at the date of the 2015 AGM and approximately 0.486% of the aggregate number of the issued Shares as at the Date of Board Resolution. As at the Latest Practicable Date, the Company had not repurchased any of the Shares pursuant to the Repurchase Resolutions. The proposed repurchase of any of the Relevant Shares pursuant to the Repurchase Resolutions may or may not proceed. Further, the Directors may proceed to repurchase all or any of the Relevant Shares in accordance with the Old Mandate or, upon the lapse of the Old Mandate at the conclusion of the AGM, resolve to repurchase any Shares in accordance with the Buy-back Mandate to be granted at the AGM.

4. REASONS FOR BUY-BACK

The Directors 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 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 in accordance with the applicable laws of the Cayman Islands, 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 might have a material adverse impact on the working capital or gearing position of the Company when compared with that as at 31 December 2015, 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.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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 <i>HK\$</i>	Lowest Price <i>HK\$</i>
2015	March	2.320	1.810
	April	3.890	1.950
	May	3.880	2.880
	June	3.670	2.610
	July	2.760	1.400
	August	2.130	1.370
	September	1.450	1.210
	October	1.950	1.310
	November	1.880	1.620
	December	1.710	1.460
2016	January	1.550	0.960
	February	1.120	0.970
	March	1.370	1.070
	April*	1.530	1.200

* *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 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.

APPENDIX II EXPLANATORY STATEMENT ON BUY-BACK MANDATE

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 and belief of the Directors, Mr. He Ningning was the controlling shareholder of the Company, holding 751,391,000 Shares or approximately 72.47% 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 increase to approximately 80.53% 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 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 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 the 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 Shares held by the public being reduced to less than 25% of the issued share capital 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.

NOTICE OF ANNUAL GENERAL MEETING



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 10:30 a.m. on Friday, 20 May 2016 at 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong for the following purposes:

1. To receive, consider and adopt the audited consolidated financial statements of the Company and the report of the directors and independent auditor of the Company for the year ended 31 December 2015.
2. To re-elect Mr. Wang Jianqiang as an executive director of the Company.
3. To re-elect Mr. Ng Sui Yin as an independent non-executive director of the Company.
4. To authorize the board (“Board”) of directors of the Company (“Directors”) to fix the remuneration of the Directors for the year ending 31 December 2016.
5. 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.

NOTICE OF ANNUAL GENERAL MEETING

6. 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 (“**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 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 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 of this Resolution (a) shall be limited accordingly; and
- (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 applicable laws or regulations; and

NOTICE OF ANNUAL GENERAL MEETING

- (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 in general meeting;

“**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 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).”

- 7. 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 (“**Directors**”) during the Relevant Period (as defined below) of all the powers of the Company to buy back the shares of the Company (“**Shares**”) on The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) or any other stock exchange on which the Shares may be listed and recognized 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 as at the date of the passing of this Resolution, and the authority granted pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

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(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; or
 - (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.”
8. “**THAT** conditional upon the passing of Resolution nos. 6 and 7 set out in this notice convening the annual general meeting of the Company (“**Notice**”), the authority granted to the directors of the Company pursuant to Resolution no. 6 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 (“**Shares**”) bought back pursuant to the authority granted pursuant to Resolution no. 7 set out in the Notice, provided that such amount shall not exceed 10% of the total number of Shares 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, 15 April 2016

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. Yang Peikun (Chief Executive Officer) and Mr. Wang Jianqiang (Chief Financial Officer); and the independent non-executive Directors are Mr. Chu Chia-Hsiang, Ms. Chen Jun and Mr. Ng Sui Yin.

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Notes:

- (i) Any member of the Company (“**Member**” or “**Shareholder**”) entitled to attend and vote at the annual general meeting (“**AGM**”) 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.
- (ii) 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 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 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 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.
- (iii) 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 18 May 2016 (Wednesday) to 20 May 2016 (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 17 May 2016 (Tuesday) for registration.
- (iv) In relation to the proposed Resolution no. 6, 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 pre-IPO share option scheme of the Company.
- (v) In relation to the proposed Resolution no. 7, the Directors wish to state that they 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 15 April 2016.
- (vi) In compliance with Rule 13.39(4) of the Listing Rules, voting on all proposed resolutions set out in the notice of AGM will be decided by way of 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 by show of hands.
- (vii) 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.