

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



Crypto Flow

Crypto Flow Technology Limited

加幂科技有限公司

(formerly known as Loto Interactive Limited 樂透互娛有限公司)
(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8198)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Crypto Flow Technology Limited (the “**Company**”) will be held at Unit 3506, 35th Floor, Tower One, Lippo Centre, 89 Queensway, Hong Kong on Wednesday, 28 December 2022 at 11:00 a.m. for the purpose of considering and, if thought fit, with or without amendments, passing the following resolutions of the Company:

ORDINARY RESOLUTIONS

Adoption of new share option scheme

1. **“THAT:**

Subject to and conditional upon the Listing Committee (the “**Listing Committee**”) of the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the shares of the Company which may fall to be issued upon the exercise of the options to be granted under the new share option scheme of the Company (the “**New Share Option Scheme**”), the principal terms of which are set out in the document marked “A” which has been produced to the meeting and signed by the chairman of the EGM for the purpose of identification, the New Share Option Scheme be and is hereby approved and adopted and the directors of the Company (the “**Directors**”) be and are hereby authorised to grant options and to allot, issue and deal with the shares of the Company as may be required to be allotted and issued upon the exercise of any option granted thereunder and to take all such steps as they may consider necessary or expedient to implement and give full effect to the New Share Option Scheme, including, but not limited to:

1. administering the New Share Option Scheme and granting options under the New Share Option Scheme;

2. modifying and/or amending the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 23 of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”); and
3. making application(s) at the appropriate time or times to the Listing Committee for the listing of, and permission to deal in, any shares of the Company or any part thereof that may hereafter from time to time be issued and allotted pursuant to the exercise of the options granted under the New Share Option Scheme.”

As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

2. “**THAT:**

the Service Provider Sublimit (as defined in the New Share Option Scheme) on the total number of Shares that may be issued in respect of all options to be granted to Service Providers under the New Share Option Scheme be and is hereby approved and adopted and the Directors be and are hereby authorised to take all such steps and attend all such matters, approve and execute (whether under hand or under seal) such documents and do such other things, for and on behalf of the Company, as the Directors may consider necessary, desirable or expedient to effect and implement the Service Provider Sublimit.”

Increase in authorised share capital

3. “**THAT:**

the authorised share capital of the Company be increased from HK\$65,000,000 divided into 650,000,000 shares of the Company of HK\$0.1 each (the “**Shares**”) to HK\$200,000,000 divided into 2,000,000,000 Shares by the creation of an additional 1,350,000,000 Shares (the “**Proposed Increase in Authorised Share Capital**”), which will, upon issue and being fully paid, rank pari passu in all respects with the existing Shares in issue; and any one Director be and is hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as the Director in his/her discretion may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Proposed Increase in Authorised Share Capital.”

By order of the Board
Crypto Flow Technology Limited
Huang Yibin
Chief Executive Officer and Executive Director

Hong Kong, 12 December 2022

Registered office:
P.O. Box 31119
Grand Pavilion, Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

*Head office and principal place of
business in Hong Kong:*
Unit 3506, 35th Floor, Tower One
Lippo Centre, 89 Queensway
Hong Kong

Notes:

1. A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him/her/it. A proxy need not be a Shareholder of the Company. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any Share, any one of such joint holders may vote at the EGM, either personally or by proxy, in respect of such Share as if he/she/it was solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.
3. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy thereof must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the EGM or at any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.
4. For determining the entitlement as members of the Company to attend and vote at the EGM, the register of members of the Company will be closed from Friday, 23 December 2022 to Wednesday, 28 December 2022, both dates inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the EGM, all transfers of shares accompanied by the relevant share certificates and transfer forms 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 for registration not later than 4:30 p.m. on Thursday, 22 December 2022.
5. Article 66 of the Company’s articles of association sets out the procedure by which shareholders of the Company may demand a poll at general meetings.
6. According to Rule 17.47(4) of the GEM Listing Rules, any voting of the shareholders of the Company at a general meeting will be taken by way of a poll and an announcement of the voting results will be made after the general meeting. Accordingly, the resolutions will be taken by way of a poll at the EGM.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. If typhoon signal no. 8 or above or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the website of the Company at www.cryptoflowhk.com and on the HKExnews website of the Stock Exchange at www.hkexnews.hk to notify members of the Company of the date, time and place of the re-scheduled EGM.

PRECAUTIONARY MEASURES FOR THE EGM

With a view to preventing and controlling the spreading of the Novel Coronavirus (COVID-19), the Company will implement certain precautionary measures at the EGM, which include but are not limited to:

- **compulsory temperature checks and health declarations**
- **wearing of surgical face masks at the EGM venue and throughout the EGM**
- **no distribution of corporate gifts and refreshments**

Please see page 1 of the circular for further details on the preventive measures being taken by the Company at the EGM.

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company encourages attendees to wear face masks and reminds Shareholders that they may appoint the chairman of the EGM as their proxy to vote on the relevant resolution(s) at the EGM as an alternative to attending the EGM in person.

The Company is closely monitoring the impact of COVID-19 and changes of situation in Hong Kong and will assess if any changes to the arrangement of the EGM will be required. Should there be any changes on the details of the EGM, the Company will notify the Shareholders via an announcement posted on the websites of both the Stock Exchange (at www.hkexnews.hk) and the Company (at www.cryptoflowhk.com).

As at the date of this announcement, the executive Directors are Mr. Li Hongbin (Chairman), Mr. Huang Yibin (Chief Executive Officer) and Ms. Xiong Jiayan; and the independent non-executive Directors are Mr. Chu, Howard Ho Hwa, Mr. Tong, I Tony and Mr. Sun Yuqiang.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Information” page of the Stock Exchange’s website at www.hkexnews.hk for at least 7 days from the date of its publication and on the Company’s website at www.cryptoflowhk.com.