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BLOCKCHAIN GROUP COMPANY LIMITED
區塊鏈集團有限公司
(IN LIQUIDATION)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 364)

EXCLUSIVITY AGREEMENT

This announcement is made by Blockchain Group Company Limited (In Liquidation) (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). References are made to the announcements of the Company dated 26 November 2018, 19 February 2019, 12 March 2019, 29 March 2019, 23 May 2019, 19 June 2019 and 23 August 2019 (collectively, the “**Announcements**”). Unless otherwise specified, capitalised terms shall have the same meanings as those defined in the Announcements.

EXCLUSIVITY AGREEMENT

On 28 October 2019, the Company and the Liquidators entered into an agreement (the “**Exclusivity Agreement**”) with Epic Honor Group Limited (the “**Investor**”, together with the Company and the Liquidators, the “**Parties**”), whereby, among other things, the Investor is granted an exclusive right to engage in further negotiation with the Company and the Liquidators in relation to the restructuring of the Group (the “**Proposed Restructuring**”), commencing from the date of the Exclusivity Agreement and ending on the date falling 60

calendar days after the commencement of the Exclusivity Agreement, unless otherwise extended by the Parties in writing (the “**Exclusivity Period**”).

The Parties shall negotiate in good faith during the Exclusivity Period, for the entering into a definitive agreement in respect of the Proposed Restructuring (the “**Definitive Agreement**”) with a view to, if the Investor and the Liquidators reach an agreement on the definitive terms and conditions of the Proposed Restructuring and subject to the approval of the relevant court(s) and/ or relevant authorities (if necessary), implementing the Proposed Restructuring by 18 May 2020.

TERMINATION

The Exclusivity Agreement shall be terminated and all obligations of the Parties under the Exclusivity Agreement shall cease pursuant to the relevant provisions under the Exclusivity Agreement including in the event that the Parties do not enter into any Definitive Agreement for the restructuring of the Group after the expiry of the Exclusivity Period.

INFORMATION ON THE INVESTOR

Based on the information provided by the Investor, the Investor and its beneficial owners are independent third parties who are not connected person(s) of the Company and are independent of and not connected with the Company or any of its connected persons. The Investor is a company incorporated in the British Virgin Islands with limited liability and is owned as to 70% and 30% respectively by Mr. Li Xiaoming (“**Mr. Li**”) and Bee Blockchain Foundation Pty Ltd (“**Bee Blockchain**”) which is wholly owned by Mr. Lu Zhen. Mr. Li has experience in the manufacture and sales of mango and other fruits related products as well as white tea products in the People's Republic of China. Bee Blockchain is a company incorporated in Australia with limited liability that is principally engaged in the management of crypto assets.

CONTINUED SUSPENSION OF TRADING

Trading in the shares of the Company on the Stock Exchange has been suspended since 1:00 p.m. on Monday, 19 November 2018. Trading in the shares of the Company will remain suspended until further notice.

The Proposed Restructuring of the Company may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares and other securities of the Company.

For and on behalf of
Blockchain Group Company Limited

(In Liquidation)

Lai Kar Yan (Derek)

Yip Wa Ming (Ben)

Joint and Several Liquidators

*acting as agents of the Company only and
without personal liability*

Hong Kong, 28 October 2019

As at the date of this announcement, the executive directors of the Company are Mr. Cai Zhenrong, Mr. Liu Yong, Mr. Cai Zhenyao, Mr. Cai Zhenying, Mr. Cai Yangbo, Mr. Guan Shaofeng and Mr. Sun Zhe. The non-executive director of the Company is Ms. Ling Qin. The independent non-executive directors of the Company are Dr. Li Mow Ming Sonny, Mr. Huang Jianwei, Mr. Dai Rongchang and Ms. Xu Liqin.

The affairs, business and property of the Company are being managed by the Joint and Several Liquidators who act as agents of the Company only and without personal liability.