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BC TECHNOLOGY GROUP LIMITED

BC 科技集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 0863)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of BC Technology Group Limited (the “**Company**”) will be held at 39/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong on Wednesday, 17 June 2020 at 10:00 a.m. for the purposes of considering and, if thought fit, passing and approving the following resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) a subscription agreement dated 10 November 2019 (as amended and/or supplemented by a supplemental subscription agreement dated 8 February 2020, a second supplemental subscription agreement dated 25 March 2020 and a third supplemental subscription agreement dated 7 May 2020) (the “**Subscription Agreement**”) entered into between the Company and J Digital 5 LLC (a copy of the Subscription Agreement having been produced to the meeting and marked “A” and initialled by the chairman of the meeting for the purpose of identification) in respect of the subscription of (i) 1,051,213 new shares of HK\$0.01 each in the share capital of the Company (the “**Subscription Shares**”) at a subscription price of HK\$7.42 per Subscription Share; and (ii) convertible note (the “**Convertible Note**”) in an aggregate principal amount of HK\$15,600,000 at the conversion price of HK\$9.52 per conversion share (subject to adjustments), and the transactions contemplated thereunder (including but not limited to the allotment and issue of the Subscription Shares, the Convertible Note and the conversion shares (the “**Conversion Shares**”) upon exercise of conversion rights attaching to the Convertible Note) be and are hereby approved, confirmed and ratified;
- (b) the allotment and issue of (i) the Subscription Shares by the Company to J Digital 5 LLC; (ii) the Convertible Note by the Company to J Digital 5 LLC; and (iii) the Conversion Shares upon exercise of the conversion rights attaching to the Convertible Note in accordance with the terms and conditions of the Convertible Note, be and are hereby approved and confirmed; and

- (c) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereunder.”

2. **“THAT**

- (a) a warrant subscription agreement dated 10 November 2019 (as amended and/or supplemented by a supplemental warrant subscription agreement dated 8 February 2020, a second supplemental warrant subscription agreement dated 25 March 2020 and a third supplemental warrant subscription agreement dated 7 May 2020) (the **“Warrant Subscription Agreement”**) entered into between the Company and J Digital 5 LLC (a copy of the Warrant Subscription Agreement having been produced to the meeting and marked “B” and initialled by the chairman of the meeting for the purpose of identification) in respect of the issue of warrant (the **“Warrant”**) at an aggregate warrant issue price of HK\$78,000 entitling the holders thereof to subscribe for up to the maximum number of 11,526,270 new shares (the **“Warrant Shares”**) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) the creation and issue of the Warrant by the Company in accordance with the terms and conditions of the Warrant Subscription Agreement be and is hereby approved, confirmed and ratified;
- (c) the allotment and issue of up to a maximum number of 11,526,270 Warrant Shares credited as fully paid (subject to the terms and conditions as set out in the Warrant Subscription Agreement), which may fall to be allotted and issued upon the exercise of the subscription rights attaching to the Warrant be and is hereby approved and confirmed; and
- (d) any one Director be and is hereby authorised for and on behalf of the Company to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Warrant Subscription Agreement and the transactions contemplated thereunder.”

By order of the Board
BC Technology Group Limited
Lo Ken Bon
Executive Director

Hong Kong, 1 June 2020

1. Any shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder of the Company who is the holder of 2 or more Shares may appoint more than one proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.

2. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or at any adjourned meeting thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
4. In case of joint holders of any share, any one of such joint holders may vote, whether in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders are present at the EGM, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. The resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
6. To safeguard the health and safety of Shareholders and prevent the spread of the coronavirus (COVID-19) pandemic, the following measures will be implemented at the EGM:
 - Each attendee will be required to undergo a mandatory body temperature check. Any person with a body temperature above 37.4 degrees Celsius, or who is exhibiting flu-like symptoms, will be denied entry into the EGM venue.
 - Shareholders, proxies and other attendees are required to wear surgical face masks inside the EGM venue at all times, and maintain a safe distance between seats. Any person who does not comply with this requirement will be required to leave the EGM venue.
 - No refreshments will be served at the EGM, and there will be no corporate gifts.

The Company reminds all Shareholders that any person who is subject to any quarantine order prescribed by the Hong Kong SAR Government will be denied entry into the EGM venue, in order to ensure the health and safety of all attendees at the EGM.

Additionally, the Company reminds all Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the EGM as their proxy to vote on the relevant resolutions at the EGM, instead of attending the EGM in person.

If Shareholders have any questions relating to the EGM, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar, as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre
183 Queen's Road East
Hong Kong
Fax: (852) 2810 8185
E-mail: is-enquiries@hk.tricorglobal.com

7. As at the date of this notice, the executive Directors are Mr. Lo Ken Bon, Mr. Ko Chun Shun, Johnson, Mr. Tiu Ka Chun, Gary, Mr. Madden Hugh Douglas and Mr. Chapman David James, and the independent non-executive Directors are Mr. Chau Shing Yim David, Mr. Chia Kee Loong Lawrence and Mr. Tai Benedict.